

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest and Assignment of Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PNC Bank, National Association		06/03/2009	National Association:

**RECEIVING PARTY DATA**

<b>Name:</b>	Rhode Island Novelty, Inc.
<b>Street Address:</b>	5 Industrial Road
<b>City:</b>	Cumberland
<b>State/Country:</b>	RHODE ISLAND
<b>Postal Code:</b>	02864
<b>Entity Type:</b>	CORPORATION: RHODE ISLAND

**PROPERTY NUMBERS Total: 81**

Property Type	Number	Word Mark
Serial Number:	77459891	BEING GREEN
Registration Number:	2981729	SAVINGS ZONE
Registration Number:	2872657	FAMIILY GIFT STORES
Registration Number:	2751369	SPEEDY-SEALER
Registration Number:	2887557	U R 2 CUTE
Registration Number:	2914418	LIMITED EDITION
Registration Number:	2937632	HOLIDAY GIFT SHOP
Registration Number:	2903683	THE ORIGINAL SANTA'S SECRET S - H - O - P EST. 1968
Registration Number:	2803249	FUN SERVICES
Registration Number:	2976915	SIR FUN BEAR
Registration Number:	2825933	SANTA'S SECRET SHOP
Registration Number:	2643728	TOUCH-BRIGHT
Registration Number:	2757119	SPEEDY-SEALER
Registration Number:	2602088	TOUCH-BRIGHT

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Registration Number:	2725359	HOLIDAY DELIGHTS
Registration Number:	2587018	GIFT AVENUE
Registration Number:	2567705	INCENTIVEENVELOPE
Registration Number:	2392119	PARK AVENUE WRAP
Registration Number:	2402441	THE GUMDROP SHOP
Registration Number:	2309827	SANTA'S CANDYCANE EXPRESS
Registration Number:	2451289	HOLIDAY SURPRISE STORE
Registration Number:	2457668	THE HOLIDAY SNOWMAN SHOP
Registration Number:	2465986	JINGLE BELL SHOP
Registration Number:	2412799	PRIZEENVELOPE
Registration Number:	2507364	AWARDENVELOPE
Registration Number:	2383730	LOCKER FULL OF PRIZES
Registration Number:	2383729	GALAXY OF PRIZES
Registration Number:	1913883	FUN SERVICES
Registration Number:	1178603	GOOD NEIGHBOR GENERAL STORE
Registration Number:	1165934	MOTHER'S DAY BOUTIQUE
Registration Number:	0924903	FUN SERVICES
Registration Number:	0925691	FUN SERVICES INC.
Registration Number:	3411627	GOT FURKS
Registration Number:	3411628	FURKS
Registration Number:	3450697	YOUR EFFORTS SHOW
Registration Number:	3441665	IT'S ALL GOOD
Registration Number:	3458725	YOUR EFFORTS SHOW
Registration Number:	3244285	WRAP MATE
Registration Number:	3205604	LOCKER FULL OF PRIZES
Registration Number:	3205603	GALAXY OF PRIZES
Registration Number:	3478032	
Registration Number:	3428290	DOLLAR DAYS HOLIDAY SHOP
Registration Number:	3114362	FUNFAIRS
Registration Number:	3120226	FUN FAIRS
Registration Number:	3090261	SANTA'S WORKSHOP
Registration Number:	3181818	DISCOVER THE FUN
Registration Number:	3161718	UNWRAP THE FUN
Registration Number:	3522462	FIRST AND STILL THE BEST...
Registration Number:	3125088	GRAB BAG OF PRIZES

Registration Number:	3140637	HOLIDAY TREAT SHOP
Registration Number:	3138027	HOMEMADE HOLIDAYS
Registration Number:	3035560	THE PRIZE GUY
Registration Number:	3035562	COOL KID ZONE
Registration Number:	3045606	4+1=FUN
Registration Number:	3045607	PRIZE PALS
Registration Number:	3106088	EXTREME PRIZES
Registration Number:	3041033	PRIZE DIMENSION
Registration Number:	3049797	I-SPY
Registration Number:	3028669	PRIZE GAZETTE
Registration Number:	3041032	PRIZE PLANET
Registration Number:	3383575	HOT PRIZES
Registration Number:	3035552	GO FOR THE GLOW
Serial Number:	78502112	GIFTCO INC
Registration Number:	3049713	GIFTCO INC
Registration Number:	3105026	HOLIDAY SECRET SHOP
Registration Number:	3199419	FUNDAMENTALS
Registration Number:	3325697	TOYS & JOYS
Registration Number:	3127721	SECRET VALENTINE GIFT SHOP
Registration Number:	3043473	THE HOLIDAY GIFT SHOP
Registration Number:	2958361	ALL I WANT FOR CHRISTMAS
Registration Number:	3042502	S'MORE LOVE
Registration Number:	3036502	HAPPY EASTER HAPPY SPRING
Registration Number:	2973488	HAPPY SPRING
Registration Number:	2946725	CUTE AS A BUNNY
Registration Number:	2218472	HOLIDAY DELIGHTS
Registration Number:	2218470	SPRINGTIME DELIGHTS
Registration Number:	2095611	CHILDREN'S SECRET STORE
Registration Number:	1487723	SANTA'S WORKSHOP
Registration Number:	1281851	SANTA'S SECRET SHOP
Registration Number:	0777455	SANTA'S SECRET SHOP
Serial Number:	73687965	JUST FOR FUN

CORRESPONDENCE DATA

Fax Number: (303)572-6540

**TRADEMARK**  
**REEL: 004005 FRAME: 0945**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 303-572-6500  
Email: strongg@gtlaw.com  
Correspondent Name: Gayle L. Strong  
Address Line 1: 1200 17th Street, Suite 2400  
Address Line 2: GREENBERG TRAUERIG, LLP  
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	087007.010100
NAME OF SUBMITTER:	Gayle L. Strong
Signature:	/Gayle L. Strong/
Date:	06/16/2009

**Total Attachments: 16**

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**RELEASE OF TRADEMARK SECURITY AGREEMENT**

This RELEASE OF TRADEMARK SECURITY AGREEMENT ("Release") is made as of the 3rd day of June, 2009, by and between **PNC BANK, NATIONAL ASSOCIATION**, in its capacity as agent for itself and on behalf of the Lenders (as defined in the Security Agreement) (the "Releasing Party"), and **GIFTCO, INC.**, an Illinois corporation having its principal place of business at 700 Woodlands Parkway, Vernon Hills, Illinois 60061 (the "Borrower").

**W I T N E S S E T H**

WHEREAS, the Releasing Party and the Borrower are parties to a certain Trademark Collateral Security and Pledge Agreement, dated as of February 28, 2003 (as amended, modified, supplemented or restated from time to time, the "Security Agreement"), wherein the Borrower granted the Releasing Party a security interest in the trademarks listed on Schedule A attached hereto (the "Trademarks") and the goodwill of the business connected with the use of and symbolized by the Trademarks existing as of the date of the Security Agreement or thereafter created or acquired; and


WHEREAS, the Borrower requests a specific release of the security interest recorded against the Trademarks, and the Releasing Party desires to grant to Borrower a specific release of its security interests recorded against the Trademarks.

NOW THEREFORE, for the sum of \$10.00 and other good and valuable consideration previously tendered by the Borrower, the receipt and sufficiency of which are hereby acknowledged, the Releasing Party does hereby reassign, relinquish and release forever to Borrower all right, title and interest of any nature whatsoever which the Releasing Party as a Secured Party holds in the Trademarks listed on Schedule A attached hereto and associated common law rights and goodwill appurtenant thereto, and any subsequently created rights under the Security Agreement, and further agrees that it shall execute all other documents and do all other acts necessary to relinquish and effect the release of such rights.

**[Signature Page Follows]**

IN TESTIMONY WHEREOF, the Releasing Party has executed this Release by its proper officers thereunto duly authorized.

**PNC BANK, NATIONAL ASSOCIATION,**  
as agent

By   
Name: Sherry Winick  
Title: Vice President

**SCHEDULE A**

**GIFTCO, INC. SERVICE MARK and TRADEMARK LIST**

<b><u>Serial No.</u></b>	<b><u>Registration No.</u></b>	<b><u>Mark</u></b>
77/459,891		BEING GREEN
77/343,957		HOLIDAY DELIGHTS STORE
78/194,243	2,981,729	SAVINGS ZONE
78/173,502		Design-Baker Snowman
78/173,495		Design-Caroling Snowman
78/173,479		Design-Toboggan Snowman
78/171,745	2,872,657	FAMILY GIFT STORES
78/090,000	2,751,369	SPEEDY-SEALER
78/154,603		S'MORE LOVE
78/154,976	2,887,557	U R 2 CUTE
78/153,601	2,914,418	LIMITED EDITION
78/086,743	2,937,632	HOLIDAY GIFT SHOP
76/397,754	2,903,683	THE ORIGINAL SANTA'S SECRET SHOP EST. 1968
76/398,016	2,803,249	FUN SERVICES
76/397,752	2,976,915	SIR FUN BEAR
76/436,425		RASPBERRY RAPTURE
76/397,753	2,825,933	SANTA'S SECRET SHOP
76/334,813		TUBE TOPPERS
76/021,488	2,643,728	TOUCH-BRIGHT
76/436,427		DARLING DIVAS
76/436,426		DARLING DIVAS HAILEY, JASMINE, SAMANTHA
76/321,092		SPEED SEAL
76/334,812	2,757,119	SPEEDY-SEALER
76/021,486	2,605,490	HOLIDAY STATION
76/021,487	2,602,088	TOUCH-BRIGHT
76/264,096	2,725,359	HOLIDAY DELIGHTS
76/017,489	2,595,332	SNOWFLAKE SHOP
76/397,751		SANTA'S WORKSHOP
75/056,245	2,090,023	HOLIDAY TOWN
75/637,328		LIMITED EDITION
75/357,468	2,587,018	GIFT AVENUE
75/432,440	2,567,705	INCENTIVEENVELOPE
75/569,569		RASPBERRY DREAMS
75/602,239	2,437,489	TRADITIONAL HOLIDAY CLASSICS
75/602,238	2,423,919	CHRISTMAS COUNTDOWN
75/569,570	2,386,357	COCONUT DREAMS
75/558,732	2,392,119	PARK AVENUE WRAP
75/472,542	2,396,254	ELEGANT ACCENTS

<u>Serial No.</u>	<u>Registration No.</u>	<u>Mark</u>
75/436,932	2,402,441	THE GUMDROP SHOP
75/436,930	2,309,827	SANTA'S CANDY CANE EXPRESS
75/432,855	2,451,289	HOLIDAY SURPRISE STORE
75/432,830	2,451,288	HOLIDAY SECRET BOUTIQUE
75/432,829	2,457,668	THE HOLIDAY SNOWMAN SHOP
75/432,828	2,465,986	JINGLE BELL SHOP
75/432,827	2,504,883	PRIZES GALORE
75/432,442	2,504,882	PRIZE MAGIC
75/432,441	2,504,881	REACH FOR THE STARS
75/432,439	2,412,799	PRIZEENVELOPE
75/432,438	2,507,364	AWARDENVELOPE
75/428,024	2,504,878	SURFIN FOR PRIZE
75/428,023	2,383,730	LOCKER FULL OF PRIZES
75/428,017	2,383,729	GALAXY OF PRIZES
75/428,015	2,504,877	BLAST OFF FOR PRIZES
75/380,186	2,243,831	FUN BUGS
75/349,586	2,366,690	MILLENIUM 2000 COLLECTABLES
75/349,584	2,366,689	TURN OF THE CENTURY COLLECTABLES
75/349,583	2,366,688	COLLECTION 2000
75/349,582	2,364,930	GIFTS FOR THE 21 <sup>ST</sup> CENTURY
75/245,582	2,194,262	SCHOOL DESIGNS
75/211,029	2,181,388	HOLIDAY PACKAGE PALS
75/211,028	2,219,462	SPORT PACKAGE PALS
75/151,974	2,243,127	ELEGANT ACCENTS
75/079,814	2,151,269	GINGERBREAD SHOP
75/039,365	2,133,124	HOLIDAY WISH STORE
74/564,692	1,913,883	FUN SERVICES
74/700,990	2,088,120	YOUNG SHOPPERS CLUB
74/662,826	2,019,901	LOOK-OUT
74/634,073	2,034,298	SCHOOL DESIGNS
73/225,626	1,178,603	GOOD NEIGHBOR GENERAL STORE
73/225,625	1,165,934	MOTHER'S DAY BOUTIQUE
73/822,251	1,672,416	GIFTCO
73/755,680	1,548,329	HAPPY EGGS
72/306,367	925,691	FUN SERVICES INC.
72/306,368	924,903	FUN SERVICES
77/266,904	3,411,627	GOT FURKS
77/266,925	3,411,628	FURKS
77/245,518	3,450,697	YOUR EFFORTS SHOW
77/203,658		SMARKERS
77/146,071		HOLIDAY FAIR
77/095,772	3,441,665	IT'S ALL GOOD
77/058,415	3,458,725	YES YOUR EFFORTS SHOW
78/919,908		KID'Z HOLIDAY STORE
78/836,592	3,244,285	WRAP MATE
78/827,738	3,205,604	LOCKER FULL OF PRIZES



<u>Serial No.</u>	<u>Registration No.</u>	<u>Mark</u>
78/827,709	3,285,603	GALAXY OF PRIZES
78/722,487	3,478,032	Design-Bear with gifts
78/721,439		GOT FURKS?
78/721,248		FURKS
78/721,215	3,428,290	DOLLAR DAYS HOLIDAY SHOP
78/713,457	3,114,362	FUNFAIRS (Stylized)
78/682,823	3,120,226	FUN FAIRS
78/638,941	3,090,261	SANTA'S WORKSHOP
78/592,650	3,181,818	DISCOVER THE FUN
78/592,745	3,161,718	UNWRAP THE FUN
78/592,722	3,522,462	FIRST, AND STILL THE BEST
78/558,432		IT'S THE SMILE THAT COUNTS
78/551,003	3,125,088	GRAB BAG OF PRIZES
78/550,976	3,140,637	HOLIDAY TREAT SHOP
78/548,542	3,138,027	HOMEMADE HOLIDAYS
78/513,651	3,035,560	THE PRIZE GUY
78/513,695	3,035,562	COOL KID ZONE
78/513,706	3,045,606	4+1=FUN
78/513,708	3,045,607	PRIZE PALS
78/513,386	3,106,088	EXTREME PRIZES
78/153,399	3,041,033	PRIZE DIMENSION
78/513,296	3,049,797	I-SPY
78/513,334	3,028,669	PRIZE GAZETTE
78/513,393	3,041,032	PRIZE PLANET
78/513,404	3,383,575	HOT PRIZES
78/513,319	3,035,552	GO FOR THE GLOW
78/502,112		GIFTCO INC and Design
78/502,086	3,049,713	GIFTCO INC and Design
78/457,078	3,105,026	HOLIDAY SECRET SHOP
78/442,856	3,199,419	FUNDAMENTALS
78/977,037		TOYS & JOYS
78/439,918	3,325,697	TOYS & JOYS
78/433,307	3,127,721	SECRET VALENTINE GIFT SHOP
78/585,111	3,043,473	THE HOLIDAY GIFT SHOP & Design
78/290,207	2,958,361	ALL I WANT FOR CHRISTMAS
78/287,295	3,042,502	S'MORE LOVE
78/270,328	3,036,502	HAPPY EASTER HAPPY SPRING
78/270,173	2,973,488	HAPPY SPRING
78/269,941	2,946,725	CUTE AS A BUNNY
75/347,626	2,218,472	HOLIDAY DELIGHTS
75/347,578	2,218,470	SPRINGTIME DELIGHTS
74/667,454	2,095,611	CHILDREN'S SECRET STORE
74/667,455	2,076,159	CHILDREN'S SECRET STORE
73/687,965	1,532,776	JUST FOR FUN
73/635,430	1,487,723	SANTA'S WORKSHOP

73/365,975  
73/363,214  
72/118,814  
75/355,332

1,267,990  
1,281,851  
777,455  
2,412,766

DEELY BOBBERS  
SANTA'S SECRET SHOP  
SANTA'S SECRET SHOP  
SUNSET SALOON

## QUIT-CLAIM BILL OF SALE AND TRANSFER STATEMENT

PNC Bank, National Association (the "**Secured Party**"), located at 200 S. Wacker Drive, Suite 600, Chicago, Illinois 60606 (Attn: Sherry Winick), in its capacity as holder of a security interest in certain assets of Giftco, Inc., G2, Inc. and New Design, Inc., each an Illinois corporation (collectively, the "**Debtor**") made a series of loans (collectively, the "**Loan**") to Debtor, whose mailing address is 700 Woodlands Parkway, Vernon Hills, Illinois 60061 and c/o Patrick Cavanaugh, Assignee, 140 S. Dearborn, Suite 420, Chicago, Illinois 60603, as evidenced by a number documents executed in connection with the Loan and amendments thereto, are collectively referred to herein as the "**Loan Documents**". Pursuant to the Loan Documents, the Secured Party holds a perfected first priority security interest in and to substantially all of the Debtor's assets (the "**Collateral**") as reflected on the attached **Exhibit 1**.


The Debtor has defaulted in its obligations owed to the Secured Party in connection with the Loan, and the Secured Party has exercised its post-default remedies with respect to the Collateral. Specifically, on or about May 22, 2009, the Secured Party served a Notice of Public Sale, on or about May 24, 2009, the Secured Party published a Notice of Public Sale in the Chicago Tribune, and on or about June 3, 2009, it conducted a public sale of the Collateral. Rhode Island Novelty, Inc. (the "**Transferee**"), located at 5 Industrial Road, Cumberland, RI 02864, was the highest bidder at the Public Sale and has paid the purchase price to the Secured Party. As a result of the Secured Party exercising its post-default remedies with respect to the Collateral under the Loan Documents, all of the Debtor's rights in the Collateral have been acquired by, transferred and assigned to, the Transferee.

Upon delivery of this Bill of Sale and Transfer Statement, the Transferee shall accept delivery of the Collateral at the premises of the Debtor free and clear of the Secured Party's liens and security interests and any such liens and security interests that are subordinate to the Secured Party's liens, which such delivery shall include all of the Secured Party's right, title and interest in and to all of the patents, trademarks and copyrights set forth on Exhibits A-1, A-2, A-3, A-4, and A-5 each attached hereto.

EXCEPT AS PROVIDED IN THAT CERTAIN AGREEMENT DATED MAY 21, 2009 BY AND AMONG THE TRANSFEREE, THE SECURED PARTY AND PATRICK D. CAVANAUGH OF HIGH RIDGE PARTNERS AS THE TRUSTEE UNDER THE TRUST AGREEMENT FOR THE BENEFIT OF THE CREDITORS OF THE GIFTCO COMPANIES, THE SECURED PARTY DOES NOT MAKE ANY WARRANTIES OR REPRESENTATIONS OF ANY KIND, EXPRESS OR IMPLIED, WITH RESPECT TO THE COLLATERAL.

IN WITNESS WHEREOF, Secured Party has executed this Bill of Sale and Transfer Statement as of the 3rd day of June, 2009.

**PNC BANK, NATIONAL ASSOCIATION**

BY   
Its: VICE PRESIDENT

**Exhibit 1**  
**Collateral**

All assets of the Debtor, including but not limited to, all of the Debtor's right, title and interest in and to the following described property, in which the Debtor now or hereafter acquires any interest, wherever located (all capitalized terms not otherwise defined herein to have the meanings set forth in the Illinois Uniform Commercial Code, as in effect from time to time:

- (a) all Receivables;
- (b) all Equipment;
- (c) all General Intangibles;
- (d) all Inventory;
- (e) all Investment Property;
- (f) all Real Property;
- (g) all Subsidiary Stock;
- (h) the Leasehold Interests;

(i) all of the Debtor's right, title and interest in and to (i) its respective goods and other property including, but not limited to, all merchandise returned or rejected by Customers, relating to or securing any of the Receivables; (ii) all of the Debtor's rights as a consignor, a consignee, an unpaid vendor, mechanic, artisan, or other lienor, including stoppage in transit, setoff, detinue, replevin, reclamation and repurchase; (iii) all additional amounts due to the Debtor from any Customer relating to the Receivables; (iv) other property, including warranty claims, relating to any goods securing the Loan Agreement; (v) all of the Debtor's contract rights, rights of payment which have been earned under a contract right, instruments (including promissory notes), documents, chattel paper (including electronic chattel paper), warehouse receipts, deposit accounts, letter of credit rights, and money; (vi) all commercial tort claims (whether now existing or hereafter arising); (vii) if and when obtained by the Debtor, all real and personal property of third parties in which the Debtor has been granted a lien or security interest as security for the payment or enforcement of Receivables; and (viii) any other goods, personal property or real property now owned or hereafter acquired in which the Debtor has expressly granted a security interest or may in the future grant a security interest to the Secured Party under the Loan Agreement, or in any amendment or supplement hereto or thereto, or under any other agreement between the Secured Party and the Debtor;

(j) all of the Debtor's ledger sheets, ledger cards, files, correspondence, records, books of account, business papers, computers, computer software (owned by the Debtor or in which it has

an interest), computer programs, tapes, disks and documents relating to (a), (b), (c), (d), (e), (f), (g), (h) or (i) of this Paragraph; and

(k) all proceeds and products of (a), (b), (c), (d), (e), (f), (g), (h), (i) and (j) in whatever form, including, but not limited to: cash, deposit accounts (whether or not comprised solely of proceeds), certificates of deposit, insurance proceeds (including hazard, flood and credit insurance), negotiable instruments and other instruments for the payment of money, chattel paper, security agreements, documents, eminent domain proceeds, condemnation proceeds and tort claim proceeds.

Notwithstanding the foregoing, the collateral described in this Financing Statement shall not include (i) any rights or interests in any license, contract or agreement to which the Debtor is a party to the extent, but only to the extent, that such a grant would, under the terms of such license, contract or agreement, result in a breach of the terms of, or constitute a default under, such license, lease, contract or agreement (other than to the extent that any such term would be rendered ineffective pursuant to 9-406, 9-407 or 9-408 of the Uniform Commercial Code or other applicable law) or (ii) any Equipment or other assets subject to a purchase money lien permitted under the Revolving Credit and Security Agreement among the Secured Party, the lenders named therein, and the Debtor, to the extent that the agreements governing the indebtedness secured by such liens prohibit the granting of a security interest to the Secured Party thereunder; provided, that immediately upon the ineffectiveness, lapse or termination of any such restriction, the collateral described in this Financing Statement shall include all such rights and interests or Equipment or other assets, as the case may be, as if such provision had never been in effect; and provided, further, that notwithstanding any such restriction, the collateral described in this Financing Statement shall, to the extent such restriction does not by its terms apply thereto, include all rights incident or appurtenant to any such rights or interests and the right to receive all proceeds derived from or in connection with the sale, assignment or transfer of such rights and interests.

As used herein, the following terms shall have the following meanings:

**“Customer”** shall mean and include the account the Debtor with respect to any Receivable and/or the prospective purchaser of goods, services or both with respect to any contract or contract right, and/or any party who enters into or proposes to enter into any contract or other arrangement with the Debtor, pursuant to which the Debtor is to deliver any personal property or perform any services.

**“Equipment”** shall mean and include all of the Debtor’s goods (other than Inventory) whether now owned or hereafter acquired and wherever located including, without limitation, all equipment, machinery, apparatus, motor vehicles, fittings, furniture, furnishings, fixtures, parts, accessories and all replacements and substitutions therefor or accessions thereto.

**“General Intangibles”** shall mean and include all of the Debtor’s general intangibles, whether now owned or hereafter acquired including, without limitation, all payment intangibles, choses in action, causes of action, corporate or other business records, inventions, designs, patents, patent applications, equipment formulations, manufacturing procedures, quality control procedures,

trademarks, service marks, trade secrets, goodwill, copyrights, design rights, software, computer information, source codes, codes, records and data, registrations, licenses, franchises, customer lists, tax refunds, tax refund claims, computer programs, all claims under guaranties, security interests or other security held by or granted to the Debtor to secure payment of any of the Receivables by a Customer (other than to the extent covered by Receivables) all rights of indemnification and all other intangible property of every kind and nature (other than Receivables).

**“Inventory”** shall mean and include all of the Debtor’s now owned or hereafter acquired goods, merchandise and other personal property, wherever located, to be furnished under any consignment arrangement, contract of service or held for sale or lease, all raw materials, work in process, finished goods and materials and supplies of any kind, nature or description which are or might be used or consumed in the Debtor’s business or used in selling or furnishing such goods, merchandise and other personal property, and all documents of title or other documents representing them.

**“Investment Property”** shall mean and include all of the Debtor’s now owned or hereafter acquired securities (whether certificated or uncertificated), securities entitlements, securities accounts, commodities contracts and commodities accounts.

**“Leasehold Interests”** shall mean all of the Debtor’s right, title and interest in and to the premises located at 700 Woodlands Parkway, Vernon Hills, Illinois.

**“Loan Agreement”** shall mean that certain Revolving Credit and Security Agreement, among the Debtor, the Secured Party and the financial institutions which are from time to time a party thereto, as from time to time amended or restated.

**“Real Property”** shall mean all of the Debtor’s right, title and interest in and to its owned and leased premises.

**“Receivables”** shall mean and include all of the Debtor’s accounts, contract rights, instruments (including those evidencing indebtedness owed to the Debtor by its affiliates), documents, chattel paper (including electronic chattel paper), general intangibles relating to accounts, drafts and acceptances, credit card receivables, and all other forms of obligations owing to the Debtor arising out of or in connection with the sale or lease of Inventory or the rendition of services, all supporting obligations, guarantees and other security therefor, whether secured or unsecured, now existing or hereafter created, and whether or not specifically sold or assigned to the Secured Party under the Loan Agreement.

**“Subsidiary Stock”** shall mean all of the issued and outstanding shares of stock owned by the Debtor of New Design, Inc., an Illinois corporation, and G2, Inc., an Illinois corporation

Excluding, however, the Debtor’s right, title and interest in and to all of the following (a) the Debtor’s organizational documents, (b) the Debtor’s tax records, (c) money, cash and cash equivalents, (d) Investment Property, (e) all rights in connection with deposits and prepaid expenses, (f) all lock boxes relating to the conduct of the Business, (g) all tax refunds, (h) all

claims or causes of action, (i) any contracts, leases, subleases and agreements relating to the Business that are not set forth on Schedule 1(g), (j) Receivables, (k) life insurance policies and associated cash surrender values, (m) Leasehold Interests, (n) Real Property (o) deferred income tax assets, and (p) loan fees (collectively, the "Excluded Assets").

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1	78836592	3244285	WRAP MATE	TARR	LIVE
2	78592722	3522462	FIRST AND STILL THE BEST...	TARR	LIVE
3	78722487	3478032		TARR	LIVE
4	78721215	3428290	DOLLAR DAYS HOLIDAY SHOP	TARR	LIVE
5	78827738	3205604	LOCKER FULL OF PRIZES	TARR	LIVE
6	78827709	3205603	GALAXY OF PRIZES	TARR	LIVE
7	78713457	3114362	FUNFAIRS	TARR	LIVE
8	78682823	3120226	FUN FAIRS	TARR	LIVE
9	78638941	3090261	SANTA'S WORKSHOP	TARR	LIVE
10	78592745	3161718	UNWRAP THE FUN	TARR	LIVE
11	78592650	3181818	DISCOVER THE FUN	TARR	LIVE
12	78551003	3125088	GRAB BAG OF PRIZES	TARR	LIVE
13	78550976	3140637	HOLIDAY TREAT SHOP	TARR	LIVE
14	78548542	3138027	HOMEMADE HOLIDAYS	TARR	LIVE
15	78513708	3045607	PRIZE PALS	TARR	LIVE
16	78513706	3045606	4+1=FUN	TARR	LIVE
17	78513695	3035562	COOL KID ZONE	TARR	LIVE
18	78513651	3035560	THE PRIZE GUY	TARR	LIVE
19	78513404	3383575	HOT PRIZES	TARR	LIVE
20	78513399	3041033	PRIZE DIMENSION	TARR	LIVE
21	78513393	3041032	PRIZE PLANET	TARR	LIVE
22	78513386	3106088	EXTREME PRIZES	TARR	LIVE
23	78513334	3028669	PRIZE GAZETTE	TARR	LIVE
24	78513319	3035552	GO FOR THE GLOW	TARR	LIVE

25	78513296	3049797	I-SPY	TARR	LIVE
26	78502112	3330720	GIFTCO INC	TARR	LIVE
27	78502086	3049713	GIFTCO INC	TARR	LIVE
28	78290207	2958361	ALL I WANT FOR CHRISTMAS	TARR	LIVE
29	78287295	3042502	S'MORE LOVE	TARR	LIVE
30	78090000	2751369	SPEEDY-SEALER	TARR	LIVE
31	78457078	3105026	HOLIDAY SECRET SHOP	TARR	LIVE
32	78442856	3199419	FUNDAMENTALS	TARR	LIVE
33	78439918	3325697	TOYS & JOYS	TARR	LIVE
34	78433307	3127721	SECRET VALENTINE GIFT SHOP	TARR	LIVE
35	78270328	3036502	HAPPY EASTER HAPPY SPRING	TARR	LIVE
36	78270173	2973488	HAPPY SPRING	TARR	LIVE
37	78269941	2946725	CUTE AS A BUNNY	TARR	LIVE
38	78194243	2981729	SAVINGS ZONE	TARR	LIVE
39	78171745	2872657	FAMILY GIFT STORES	TARR	LIVE
40	78154976	2887557	U R 2 CUTE	TARR	LIVE
41	78153601	2914418	LIMITED EDITION	TARR	LIVE
42	78086743	2937632	HOLIDAY GIFT SHOP	TARR	LIVE
43	77683612		PERSONAL TOUCH	TARR	LIVE
44	77459891		BEING GREEN	TARR	LIVE
45	77058415	3458725	YOUR EFFORTS SHOW	TARR	LIVE
46	77245518	3450697	YOUR EFFORTS SHOW	TARR	LIVE
47	77095772	3441665	IT'S ALL GOOD	TARR	LIVE
48	77266925	3411628	FURKS	TARR	LIVE
49	77266904	3411627	GOT FURKS	TARR	LIVE
50	77081262	3290175	GIFTS.COM	TARR	LIVE

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51	77064855	3243130	GIFTS.COM	TARR	LIVE
52	76021488	2643728	TOUCH-BRIGHT	TARR	LIVE
53	76021487	2602088	TOUCH-BRIGHT	TARR	LIVE
54	76334812	2757119	SPEEDY-SEALER	TARR	LIVE
55	76264096	2725359	HOLIDAY DELIGHTS	TARR	LIVE
56	76585111	3043473	THE HOLIDAY GIFT SHOP	TARR	LIVE
57	76398016	2803249	FUN SERVICES	TARR	LIVE
58	76397754	2903683	THE ORIGINAL SANTA'S SECRET S - H - O - P EST. 1968	TARR	LIVE
59	76397753	2825933	SANTA'S SECRET SHOP	TARR	LIVE
60	76397752	2976915	SIR FUN BEAR	TARR	LIVE
61	75558732	2392119	PARK AVENUE WRAP	TARR	LIVE
62	75347626	2218472	HOLIDAY DELIGHTS	TARR	LIVE
63	75357468	2587018	GIFT AVENUE	TARR	LIVE
64	75380186	2243831	FUN BUGS	TARR	LIVE
65	75432440	2567705	INCENTIVEENVELOPE	TARR	LIVE
66	75079814	2151269	GINGERBREAD SHOP	TARR	LIVE
67	75347578	2218470	SPRINGTIME DELIGHTS	TARR	LIVE
68	75039365	2133124	HOLIDAY WISH STORE	TARR	LIVE
69	75436932	2402441	THE GUMDROP SHOP	TARR	LIVE
70	75436930	2309827	SANTA'S CANDYCANE EXPRESS	TARR	LIVE
71	75432855	2451289	HOLIDAY SURPRISE STORE	TARR	LIVE
72	75432829	2457668	THE HOLIDAY SNOWMAN SHOP	TARR	LIVE

73	75432828	2465986	JINGLE BELL SHOP	TARR	LIVE
74	75432439	2412799	PRIZEENVELOPE	TARR	LIVE
75	75432438	2507364	AWARDENVELOPE	TARR	LIVE
76	75428023	2383730	LOCKER FULL OF PRIZES	TARR	LIVE
77	75428017	2383729	GALAXY OF PRIZES	TARR	LIVE
78	75056245	2090023	HOLIDAY TOWN	TARR	LIVE
79	74700990	2088120	YOUNG SHOPPERS CLUB	TARR	LIVE
80	74667454	2095611	CHILDREN'S SECRET STORE	TARR	LIVE
81	74634073	2034298	SCHOOL DESIGNS	TARR	LIVE
82	74564692	1913883	FUN SERVICES	TARR	LIVE
83	73687965	1523776	JUST FOR FUN	TARR	LIVE
84	73635430	1487723	SANTA'S WORKSHOP	TARR	LIVE
85	73363214	1281851	SANTA'S SECRET SHOP	TARR	LIVE
86	73822251	1672416	GIFTCO	TARR	LIVE
87	73755680	1548329	HAPPY EGGS	TARR	LIVE
88	73225626	1178603	GOOD NEIGHBOR GENERAL STORE	TARR	LIVE
89	73225625	1165934	MOTHER'S DAY BOUTIQUE	TARR	LIVE
90	72118814	0777455	SANTA'S SECRET SHOP	TARR	LIVE
91	72306368	0924903	FUN SERVICES	TARR	LIVE
92	72306367	0925691	FUN SERVICES INC.	TARR	LIVE

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