

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LaRose Industries, LLC		06/12/2009	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	The CIT Group/Commercial Services, Inc.
Street Address:	11 West 42nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	Financial Institution: UNITED STATES

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Serial Number:	77713716	BOARD TECH
Serial Number:	77648304	COLOR POP
Serial Number:	77684387	CRA-Z-BEARS
Serial Number:	77629201	CRA-Z-CAKE
Serial Number:	77638128	CRA-Z-COOKN'
Serial Number:	77732505	CRA-Z-CRAYONS
Serial Number:	77654973	CRA-Z-CREATION
Serial Number:	77654982	CRA-Z-CREATION
Serial Number:	77627220	CRA-Z-ICE
Serial Number:	77731847	CRA-Z-MARKERS
Serial Number:	77626270	CRA-Z-POP
Serial Number:	77661295	CRA-Z-RAINBOWS
Serial Number:	77738613	DESIGN N WEAR

OP \$1515.00 77713716

Serial Number:	77638113	ERASABLE TRANSFORMERS
Serial Number:	77728544	EXQUISITE
Serial Number:	77720566	EZRASE
Serial Number:	77704463	GEM WRITER
Serial Number:	77731188	G-MAX
Serial Number:	77627110	MARKER MANIA
Serial Number:	77625820	MOSAIC MAGIC
Serial Number:	77705279	NRG
Serial Number:	77725679	PUZZLE DIMENSIONS TAKING PUZZLES TO THE NEXT LEVEL
Serial Number:	77700641	SATIN WRITER
Serial Number:	77697797	SILVER TOUCH
Serial Number:	77644603	SOFTEE DOUGH
Serial Number:	77627165	SUPER WASHABLES
Serial Number:	77627159	SUPER WASHABLES
Serial Number:	77698710	SUSPENSION
Serial Number:	77607900	3D STICK N SPARKLE
Serial Number:	77607912	3D STICK N SPARKLE
Serial Number:	77572499	CLEAN CLAY
Serial Number:	77569038	CRA-Z-ART
Serial Number:	77569036	CRA-Z-ART
Serial Number:	77569032	CRA-Z-ART
Serial Number:	77569042	CRA-Z-ART
Serial Number:	77576979	CRA-Z-ART ALWAYS CREATIVE!
Serial Number:	77576976	CRA-Z-ART ALWAYS CREATIVE!
Serial Number:	77576985	CRA-Z-ART ALWAYS CREATIVE!
Serial Number:	77572491	CRA-Z-CLAY
Serial Number:	77577687	CRA-Z-CLAY MOLD IT! SQUISH IT! FOLD IT! STRETCH IT!
Serial Number:	77551372	CRAY-Z-ART
Serial Number:	77551362	CRAY-Z-ART
Serial Number:	77551369	CRAY-Z-ART
Serial Number:	77551394	CRAYCRAFT
Serial Number:	77586585	DIMENSIONAL JIGSAW PUZZLE
Serial Number:	77586528	INNOVATION STATION
Serial Number:	77572485	KRA-Z-KLAY

Serial Number:	77572480	PENMASTER
Serial Number:	77594176	PROFLEX
Serial Number:	77592568	SUPER SCRATCH
Serial Number:	77638123	CRA-Z-COLOR
Serial Number:	77504484	COLOR PAK
Serial Number:	77504479	COLORPAK
Serial Number:	77504486	COLORPAK
Serial Number:	77504489	COLORVISION
Serial Number:	77504497	COLORVISION
Serial Number:	77504492	COLORVISION
Serial Number:	77530834	ERASE-A-SHARP
Serial Number:	77506890	KOOL KLAY
Serial Number:	77506895	KOOL KLAY

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	34487
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	06/29/2009

Total Attachments: 10
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, LaRose Industries LLC, a limited liability company formed under the laws of New Jersey, located at 1578 Sussex Turnpike, Randolph, New Jersey 07869 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and


WHEREAS, Borrower is obligated to The CIT Group/Commercial Services, Inc. ("CIT") and various other financial institutions (collectively, "Lenders") and CIT as agent for Lenders ("Agent") pursuant to (i) a certain Financing and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

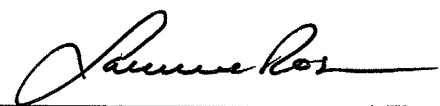
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
JUNE 12, 2009

Witness:


LAROSE INDUSTRIES LLC

Name: LAWRENCE ROSEN
Its: CHAIRMAN

Witness:

THE CIT GROUP/COMMERCIAL SERVICES, INC., as Agent
Name:
Its:

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York

June 12 2009

Witness:

LAROSE INDUSTRIES LLC

Name:

Its:

Witness:

THE CIT GROUP/COMMERCIAL
SERVICES, INC., as Agent

Julie Acuff
JULIE ACUFF

Name:

Its:

Marc Grossman
Name: Marc Grossman
Its: SVP

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

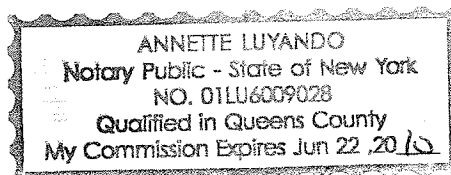
On this ___ day of _____, 2009, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of _____, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12 day of June, 2009, before me personally came Marc Grossman, to me known, who, being by me duly sworn, did depose and say that s/he is the Senior Vice President of ^{the CFF Group} Commercial Services, Inc. the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Annette Luyando
Notary Public



SCHEDULE A

LaRose Industries, LLC

Trademark	Status/Class	Application No.	Application Date
BOARD TECH	Pending/20	77/713716	14-Apr-2009
COLOR POP	Published/16	77/648304	13-Jan-2009
CRA-Z-BEARS	Pending/28	77/684,387	05-Mar-2009
CRA-Z-CAKE	Pending/28	77/629201	09-Dec-2008
CRA-Z-COOKN'	Pending/28	77/638128	22-Dec-2008
CRA-Z-CRAYONS	Pending/16	77/732505	08-May-2009
CRA-Z-CREATION	Pending/28	77/654973	23-Jan-2009
CRA-Z-CREATION	Pending/16	77/654982	23-Jan-2009
CRA-Z-ICE	Pending/28	77/627220	05-Dec-2008
CRA-Z-MARKERS	Pending/16	77/731847	07-May-2009
CRA-Z-POP	Pending/28	77/626270	04-Dec-2008
CRA-Z-RAINBOWS	Published/16	77/661295	02-Feb-2009
DESIGN N WEAR	Pending/28	77/738613	15-May-2009
ERASABLE TRANSFORMERS	Published/16	77/638113	22-Dec-2008
EXQUISITE	Pending/28	77/728544	04-May-2009
EZRASE	Pending/16	77/720566	23-Apr-2009
GEM WRITER	Pending/16	77/704463	01-Apr-2009
G-MAX	Pending/16	77/731188	07-May-2009
MARKER MANIA	Published/16	77/627110	03-Dec-2008
MOSAIC MAGIC	Pending/28	77/625820	03-Dec-2008
NRG	Pending/16	77/705279	02-Apr-2009
PUZZLE DIMENSIONS TAKING PUZZLES TO THE NEXT LEVEL & DESIGN	Pending/28	77/725679	30-Apr-2009
SATIN WRITER	Pending/16	77/700641	27-Mar-2009
SILVER TOUCH	Pending/16	77/697797	24-Mar-2009
SOFTIE DOUGH	Published/16	77/644603	07-Jan-2009
SUPER WASHABLES	Pending/02	77/627165	05-Dec-2008
SUPER WASHABLES	Pending/16	77/627159	05-Dec-2008

SUSPENSION	Pending/16	77/698710	25-Mar-2009
3D STICK N SPARKLE	Pending/16	77/607900	05-Nov-2008
3D STICK N SPARKLE	Pending/28	77/607912	05-Nov-2008
CLEAN CLAY	Pending/28	77/572499	17-Sep-2008
CRA-Z-ART	Published/20	77/569038	12-Sep-2008
CRA-Z-ART	Pending/16	77/569036	12-Sep-2008
CRA-Z-ART	Pending/3	77/569032	12-Sep-2008
CRA-Z-ART	Pending/28	77/569042	12-Sep-2008
CRA-Z-ART ALWAYS CREATIVE!	Pending/16	77/576979	23-Sep-2008
CRA-Z-ART ALWAYS CREATIVE!	Pending/28	77/576976	23-Sep-2008
CRA-Z-ART ALWAYS CREATIVE!	Published/20	77/576985	23-Sep-2008
CRA-Z-CLAY	Pending/28	77/572491	17-Sep-2008
CRA-Z-CLAY MOLD IT! SQUISH IT! FOLD IT! STRETCH IT!	Pending/28	77/577687	24-Sep-2008
CRAY-Z-ART	Pending/28	77/551372	20-Aug-2008
CRAY-Z-ART	Pending/16	77/551362	20-Aug-2008
CRAY-Z-ART	Published/20	77/551369	20-Aug-2008
CRAYCRAFT	Pending/28	77/551394	20-Aug-2008
DIMENSIONAL JUGSAW PUZZLE	Pending/28	77/586585	06-Oct-2008
INNOVATION STATION	Allowed/16	77/586528	06-Oct-2008
KRA-Z-KLAY	Pending/28	77/572485	17-Sep-2008
PENMASTER	Pending/16	77/572480	17-Sep-2008
PROFLEX	Pending/16	77/594176	16-Oct-2008
SUPER SCRATCH	Pending/28	77/592568	14-Oct-2008
CRA-Z-COLOR	Pending/16	77/638123	22-Dec-2008

[REDACTED]

Trademark	Status/Class	Application No.	Application Date
COLOR PAK	Pending/20	77/504484	20-Jun-2008
COLOR PAK	Pending/16	77/504479	20-Jun-2008
COLOR PAK	Pending/28	77/504486	20-Jun-2008
COLOR VISION	Pending/16	77/504489	20-Jun-2008
COLOR VISION	Pending/28	77/504497	20-Jun-2008
COLOR VISION	Pending/20	77/504492	20-Jun-2008
ERASE-A-SHARP	Pending/16	77/530834	24-Jul-2008
KOOL KLAY	Pending/16	77/506890	24-Jul-2008
KOOL KLAY	Pending/28	77/506895	24-Jul-2008
[REDACTED]	[REDACTED]	[REDACTED]	