

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The CIT Group/Business Credit, Inc., as Collateral Agent		10/06/2010	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Spencer Gifts LLC
Street Address:	6826 Black Horse Pike
City:	Egg Harbor Township
State/Country:	NEW JERSEY
Postal Code:	08234
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Spirit Halloween Superstores LLC
Street Address:	6826 Black Horse Pike
City:	Egg Harbor Township
State/Country:	NEW JERSEY
Postal Code:	08234
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	2288829	AURORA
Registration Number:	2716217	BODY RAGE
Registration Number:	2600486	BODY RAGE
Registration Number:	2585092	CINEMA SCREAMS
Registration Number:	2572359	DAISY
Registration Number:	1689438	DAPY
Registration Number:	2583531	DAPY
Registration Number:	2081567	FORBIDDEN PLEASURES

CH \$1240.00 2288829

900175979

TRADEMARK
REEL: 004408 FRAME: 0443

Registration Number:	2123409	FRIGHT STUFF
Registration Number:	1518073	FRIGHT STUFF
Registration Number:	2120642	GLOW
Registration Number:	2204299	
Registration Number:	2100325	GLOW
Registration Number:	2722394	GROOVE TUBE
Registration Number:	2547947	HALLOWEEN HEADQUARTERS
Registration Number:	2832621	HIDDEN ILLUSIONS
Registration Number:	2931490	HIDDEN ILLUSIONS
Registration Number:	2000248	HOLLYWOOD ILLUSIONS
Registration Number:	3068834	LINK'D
Registration Number:	2227195	LUMASERIES
Registration Number:	2694886	MEGAVOLT
Registration Number:	3039238	MIDNIGHT REALMS
Registration Number:	2911522	MOLTEN MOTION WAX LITE
Registration Number:	2911523	MOLTEN MOTION WAX LITE
Registration Number:	2722355	NEUTRON
Registration Number:	1478090	SG
Registration Number:	3229261	SMART ASS CLASSIC
Registration Number:	0832689	SPENCER GIFTS
Registration Number:	857651	SPENCER GIFTS
Registration Number:	3002385	SPENCER'S
Registration Number:	3121185	SPENCER'S
Registration Number:	2341574	SPIRIT
Registration Number:	2341576	SPIRIT
Registration Number:	2353856	SPIRIT HALLOWEEN SUPERSTORES
Registration Number:	2582885	SPIRIT PARTY & COSTUME
Registration Number:	2281285	STARDUST
Registration Number:	3022733	THE DEATH CRAWLER
Registration Number:	3022734	THE ROTTEN HEADS
Registration Number:	2174766	THIS AIN'T NO LIBRARY CARD
Registration Number:	2686244	WILD 'N' CRAZY
Registration Number:	2033510	WILD 'N' CRAZY CARD
Registration Number:	2776366	WORLD'S HALLOWEEN HEADQUARTERS
Serial Number:	77015920	EVIL OWEN

Serial Number:	77102624	FREE AT LAST! DIVORCE PARTY
Serial Number:	78742392	HOLIDAY SPIRIT
Serial Number:	78811045	ORIGINAL PRANKSTERS
Serial Number:	77102568	THE CHRISTMAS OUTLET
Serial Number:	77102542	THE CHRISTMAS OUTLET
Serial Number:	76572793	THE UNDERGROUND

CORRESPONDENCE DATA

Fax Number: (703)519-1821
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7034151555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1725 Duke Street
Address Line 2: Suite 530
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	1010802
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	11/19/2010

Total Attachments: 11
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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

This RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT is dated as of the 6th day of October, 2010, by THE CIT GROUP/BUSINESS CREDIT, INC., a New York corporation, as collateral agent (in such capacity, the "Collateral Agent") for the benefit of certain Secured Parties, with respect to that certain Intellectual Property Security Agreement, dated as of August 20, 2007 (the "IP Agreement"), entered into among SPENCER GIFTS LLC, a Delaware limited liability company, and SPIRIT HALLOWEEN SUPERSTORES LLC, a Delaware limited liability company (each individually, a "Grantor" and collectively, the "Grantors"), and the Collateral Agent. Capitalized terms used herein and not defined herein shall have the meanings assigned to such terms in the IP Agreement.

WHEREAS, pursuant to the IP Agreement, the Grantors granted to the Collateral Agent, a security interest in, and granted, assigned and conveyed to the Collateral Agent, by way of collateral security, each such Grantor's entire right, title and interest in and to, certain copyrights, copyright licenses, patents, patent licenses, trademarks, trademark licenses and internet domain names, including, without limitation, the copyrights, copyright licenses, patents, patent licenses, trademarks, trademark licenses and internet domain names set forth and described in Schedule A attached hereto and incorporated herein by reference (collectively, the "Intellectual Property");

WHEREAS, the IP Agreement was recorded with (i) the Trademark Division of the United States Patent and Trademark Office on September 14, 2007, at Reel 3621 and Frame 0640, (ii) the Patent Division of the United States Patent and Trademark Office on September 14, 2007, at Reel 019825 and Frame 0510 and (iii) the United States Copyright Office of the Library of Congress at Volume 3564 as Document 395 on August 31, 2007; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby (i) terminates and releases the IP Agreement and discharges the Collateral Agent's security interest in the Intellectual Property; and (ii) assigns and transfers to the applicable Grantor, without any representation, warranty or recourse of any kind, all of the Collateral Agent's right, title and interest in and to the Intellectual Property, effective as of the date set forth above.

[Signature page follows next.]

IN WITNESS WHEREOF, the Collateral Agent has duly executed this RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT as of the date first above written.

THE CIT GROUP/BUSINESS CREDIT
INC., as Collateral Agent

By: 

Name: Andrew Hanspigel

Title: VP

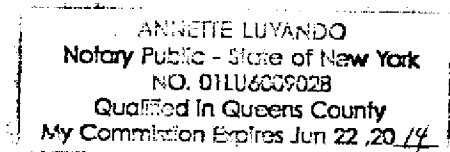
STATE/Commonwealth of New York)
) SS.
COUNTY OF New York)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Andrew Hausspiegel, personally known to me or proven through satisfactory evidence to be the Vice President of The CIT Group/Business Credit, Inc., appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the governing body of said corporation for the uses and purposes therein set forth.

6 day of October, 2010. IN WITNESS WHEREOF, I have hereunto set my hand and notary seal this


Notary Public

My commission expires:



SCHEDULE A

See attached.

List of Copyrights and Copyright Licenses

Copyright Registrations and Applications

Title of Work	Serial No	Registration No.	Registration Date
Screaming Figure	NA	VA-1-273-648	6/18/2004
Polar Bear	NA	VA-51-412	2/14/1980
Baseball Dog	NA	VA-51-413	2/14/1980

Copyright Licenses

None.

List of Patents and Patent Licenses

Patents and Patent Applications

Title	Country	Serial No.	Patent No.	Date of Filing	Date of Issuance
Artificial Novelty Head	United States	29275856		1/8/2007	
Artificial Partial Novelty Corpse	United States	29/216,395		11/2/2004	
Combined Helmet and Drink Holder	United States	29118395	D448,527 S	2/8/2000	9/25/2001
Disco Tower	United States	29162879	D475156 S	6/20/2002	5/27/2003
Drink Holder	United Kingdom	2094760	2094760	2/8/2000	11/22/2000
Drink Holder	Canada	2000-1578	92575	6/21/2000	5/31/2001
Lamp	United States	29/109847	D426667	8/23/1999	6/13/2000
Lamp	United States	29/128280	D443384 S	8/21/2000	6/5/2001
Lamp	United States	29/133847	D450,151 S	12/8/2000	11/6/2001
Lamp	United States	29/118874	D438666 S	2/18/2000	3/6/2001
Lamp	Canada	2000-0508	89716		6/23/2000
Lamp	United States	29186769	D496,125 S	7/21/2003	9/14/2004
Lamp	United States	29/212,532	D509,316 S	9/2/2004	9/6/2005
Luminescent Star	United States	63961	D390807	12/19/1996	2/17/1998
Neon Illumination System	United States	233492	5483124	4/26/1994	1/9/1996
Novelty Lamp	Canada	2234479	2234479	4/9/1998	6/25/2002
Novelty Lamp	United States	713916	5778576	9/13/1996	7/14/1998

Patent Licenses

None.

List of Trademarks and Trademark Licenses

Trademark Registrations and Applications

Trademark	Country	Serial No.	Registration No.	Registration Date
Aurora	United States	75516876	2288829	10/26/1999
Body Rage	United States	76130831	2716217	5/13/2003
Body Rage	United States	76167809	2600486	7/30/2002
Cinema Screams	United States	76276580	2585092	6/25/2002
Daisy	United States	76191366	2572359	5/21/2002
Dapy	Australia		779140	11/23/1998
Dapy	Canada	827284	514986	8/24/1999
Dapy	United Kingdom	2182310	2182310	1/28/2000
Dapy	United Kingdom	2248914	2248914	3/16/2001
Dapy	United States	74157140	1689438	5/26/1992
Dapy and Design	United States	76115076	2583531	6/18/2002
Evil Owen	United States	77015920		
Forbidden Pleasures	United States	75152264	2081567	7/22/1997
Free at Last! Divorce Party	United States	77102624		
Fright Stuff	United States	75194584	2123409	12/23/1997
Fright Stuff and Design	United States	73717876	1518073	12/27/1988
Glow	United Kingdom	2248911	2248911	3/16/2001
Glow	United States	75192434	2120642	12/9/1997
Glow - Exclamation Point Design	United States	75143139	2204299	11/17/1998
Glow and Design	Australia		779143	11/23/1998
Glow and Design	Canada	861964	509875	3/24/1999
Glow and Design	European CTM		000994244	2/21/2001
Glow and Design	United States	75095451	2100325	9/23/1997
Groove Tube	United States	76319307	2722394	6/3/2003
Halloween Headquarters	United States	75773918	2547947	3/12/2002
Hidden Illusions	Canada	1136927	TMA608,028	4/20/2004
Hidden Illusions	United States	76366310	2832621	4/13/2004
Hidden Illusions	United States	76977147	2931490	3/8/2005
Holiday Spirit	United States	78742392		
Hollywood Illusions and Design	United States	74522449	2000248	9/10/1996

LINK'D	United States	76/610,205	3068834	3/14/2006
Lumaserie	Canada	846476	514142	8/9/1999
Lumaserie	United States	75272499	2227195	3/2/1999
Megavolt	United States	76/308,256	2694886	3/11/2003
Midnight Realms	United States	76/592,546	3039238	1/10/2006
Molten Motion Wax Lite	United States	76514541	2,911,522	12/14/2004
Molten Motion Wax Lite	United States	76514542	2911523	12/14/2004
Neutron	United States	76/307,006	2722355	6/3/2003
Original Pranksters	United States	78811045		
SG and Design	United States	73667155	1478090	2/23/1988
Smart Ass Classic	United States	78764212	3229261	4/17/2007
Spencer Gifts	Canada	338654	182764	4/10/1987
Spencer Gifts	European CTM		000994251	11/17/1998
Spencer Gifts	European CTM	2439701	002439701	1/8/2003
Spencer Gifts	Puerto Rico	65,958	65,958	8/7/2006
Spencer Gifts	ROC (Taiwan)	90044131	191440	11/28/2003
Spencer Gifts	United States	72260623	0832689	7/25/1967
Spencer Gifts	United States	72276293	857651	9/24/1968
Spencer Gifts and Design	Australia		837067	5/30/2000
Spencer Gifts and Design	Ireland	220456	220456	12/28/2000
Spencer Gifts and Leaf Design	Canada	1096168	TMA590,978	9/29/2003
Spencer Gifts UK and Design	United Kingdom	2261901	2261901	8/24/2001
Spencer's	Puerto Rico	67,323	67,323	8/7/2006
Spencer's	United States	76/564,494	3002385	9/27/2005
Spencer's	United States	76/564,495	3121185	7/25/2006
Spirit	United States	75776163	2341574	4/11/2000
Spirit and Design	United States	75776555	2341576	4/11/2000
Spirit Halloween Superstores	United States	75776245	2353856	5/30/2000
Spirit Party & Costume	United States	75773919	2582885	6/18/2002
Stardust	United States	75517100	2281285	9/28/1999
The Christmas Outlet	United States	77102568		
The Christmas Outlet	United States	77102542		
The Death Crawler	United States	76616492	3022733	12/6/2005
The Rotten Heads	United States	76/616493	3022734	12/6/2005
The Underground	United States	76/572,793		
This Ain't No Library Card	Canada	850795	516180	9/13/1999
This Ain't No Library Card	United States	75290811	2174766	7/21/1998

Wild 'N' Crazy	United Kingdom	2269905	2269905	5/11/2001
Wild 'N' Crazy	United States	76398176	2686244	2/11/2003
Wild 'N' Crazy Card	United Kingdom	2218970	2218970	8/12/2000
Wild 'N' Crazy Card	Canada	849711	508080	2/15/1999
Wild 'N' Crazy Card	United States	74723392	2033510	1/28/1997
World's Halloween Headquarters	Canada	1118957	614,153	7/6/2004
World's Halloween Headquarters	United Kingdom	2282744	2282744	7/5/2002
World's Halloween Headquarters	United States	76295365	2776366	10/21/2003
World's Halloween Headquarters and Design	Canada	1117001	614,347	7/8/2004

Trademark Licenses

1. Trademark License Agreement, dated April 30, 2003, between Spencer Gifts LLC and Vivendi Universal Entertainment LLLP ("VUE"), granting VUE rights to use the DAPY and GLOW! trademarks at Universal City Walk, Hollywood, California.
2. Trademark License Agreement, dated April 30, 2003, between Spencer Gifts LLC and Vivendi Universal Entertainment LLLP ("VUE"), granting VUE rights to use the DAPY and GLOW! trademarks at Universal City Walk, Orlando, Florida.

Internet Domain Names

<u>Network Solutions:</u>	<u>Tucows:</u>
boycottspencergifts.com	spensors.com
boycottspencers.com	spencieboy.com
buyatpencers.com	spencergifts.net
glowstore.com	
hallowenspencers.com	
ihatespencergifts.com	
ihatespencers.com	
sghalloween.com	
shopatpencers.com	
spencer-gifts.com	
spencerafterdark.com	
spencergift.com	
spencergifts.com	
spencergiftshalloween.com	
spencergiftssucks.com	
spencerhalloween.com	
spencerkidshalloween.com	
spenceronline.com	
spencersafterdark.com	
spencersbites.com	
spencerscollectiblesite.com	
spencersgifts.com	
spencershalloween.com	
spencershalloweencostumes.com	
spencershalloweendecorations.com	
spencershalloweenkidscostumes.com	
spencerskidscostumes.com	
spencerskidshalloween.com	
spencerskidshalloweencostumes.com	
spenceronline.com	
spencerssucks.com	
spirit-halloween.com	
spirithalloween.com	
spirithalloweencostumes.com	
spirithalloweendecorations.com	
spirithalloweenkidscostumes.com	

**Internet Domain Names
(continued)**

<u>Godaddy:</u>	<u>Register.com:</u>
aboutsencergifts.com sgsucks.com sgvendors.com spencergifts.org spencergiftsblows.com spencergiftsonline.com spencergiftssux.com spirit-christmas.com spiritchristmas.net spirit-christmas.net spirit-costume.com spiritcostume.net spirit-costume.net spirit-costumes.com spiritcostumes.net spirit-costumes.net spirit-holiday.com spiritholiday.net spirit-holiday.net spiritofchildren.net	spencer-gifts.us spencergifts.info spencergifts.us spencergiftsunderground.com spencersunderground.com