

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fun Express One, Inc.		02/11/2011	CORPORATION: NEBRASKA
RECEIVING PARTY DATA			
Name:	Fun Express LLC		
Street Address:	5455 South 90th Street		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68127		
Entity Type:	LIMITED LIABILITY COMPANY: NEBRASKA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2234368		
Registration Number:	3694513	WHEN IT COMES TO FUN, WE'RE ALL BUSINESS	
CORRESPONDENCE DATA			
Fax Number:	(212)909-6836		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-909-6000		
Email:	trademarks@debevoise.com		
Correspondent Name:	Judith L. Church, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 2:	Debevoise & Plimpton LLP		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	23120-1118		
NAME OF SUBMITTER:	Judith L .Church		
Signature:	/Judith L. Church/		

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 REEL: 004477 FRAME: 0125

Date:

02/11/2011

Total Attachments: 4

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ASSIGNMENT OF U.S. TRADEMARKS

ASSIGNMENT OF TRADEMARKS (this "Assignment") made as of February 11, 2011, by Fun Express One, Inc., a Nebraska corporation formerly known as Fun Express, Inc., having a principal place of business at 5455 South 90th Street, Omaha, NE 68127 ("Assignor") to Fun Express LLC, a Nebraska limited liability company having a principal place of business at 5455 South 90th Street, Omaha, NE 68127 ("Assignee").

WHEREAS, on August 25, 2010, each of Oriental Trading Company, Inc. (now known as OTCI Corp.), a Delaware corporation, OTC Holdings Corporation, a Delaware corporation, OTC Investors Corporation, a Delaware corporation, Fun Express, Inc., and Oriental Trading Marketing, Inc., a Nebraska corporation, commenced a voluntary case under Chapter 11 of the Bankruptcy Code with the Bankruptcy Court;

WHEREAS, pursuant to an order entered on December 16, 2010, the Bankruptcy Court confirmed the Plan of Reorganization for the Debtors under Chapter 11 of the Bankruptcy Code (the "Confirmation Order")(capitalized terms used herein without definition are used as defined in the Confirmation Order or the Plan (as defined in the Confirmation Order)); and

WHEREAS, Assignor has adopted, used and is using the marks set forth on Schedule I hereto and incorporated by reference herein, which are registered in, or for which application for registration has been filed in, the United States Patent and Trademark Office, and other marks, including but not limited to those set forth on Schedule I (collectively, the "Assigned Marks");

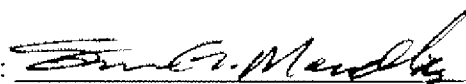
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

Assignor does hereby contribute to Assignee all right, title and interest of Assignor in and to the Assigned Marks, the registrations and applications for registration thereof, and the goodwill of the business connected with the use thereof and symbolized thereby, free and clear of all Liens, other than Liens permitted by the Plan; all rights of priority therein in any country as may now or hereafter be granted to it by law, treaty or other international convention; and all rights, interests, claims and demands recoverable in law or equity, that Assignor has or may have in profits and damages for past, present and future infringements or dilutions of the Assigned Marks, including, without limitation, the right to compromise, sue for and collect such profits and damages; the same to be held and enjoyed by Assignee, its successors and assigns or their legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

This Assignment shall be governed by, and construed in accordance with, the laws of the United States, in respect to trademark issues and in all other respects including as to validity, interpretation and effect by the laws of the State of New York, without giving effect to the conflict of laws rules thereof.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of the date first written above.

FUN EXPRESS ONE, INC.

By: 
Name: Steven G. Mendlik
Title: President

SCHEDULE I

1. Trademark Registrations

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Lightning Bolt Design	2,234,368	3/23/1999
WHEN IT COMES TO FUN, WE'RE ALL BUSINESS	3,694,513	10/13/2009