

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
Laminar Direct Capital, L.P., as Term Loan Agent		04/14/2011	LIMITED PARTNERSHIP: DELAWARE

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

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:	3271251	EVIL OWEN
Registration Number:	3528194	FREE AT LAST! DIVORCE PARTY
Registration Number:	2123409	FRIGHT STUFF
Registration Number:	1518073	FRIGHT STUFF
Registration Number:	2120642	GLOW
Registration Number:	2204299	
Registration Number:	2100325	GLOW

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Registration Number:	2722394	GROOVE TUBE
Registration Number:	2547947	HALLOWEEN HEADQUARTERS
Registration Number:	2832621	HIDDEN ILLUSIONS
Registration Number:	2931490	HIDDEN ILLUSIONS
Registration Number:	3378579	ORIGINAL PRANKSTERS
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:	0857651	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
Serial Number:	77102568	THE CHRISTMAS OUTLET
Serial Number:	77102542	THE CHRISTMAS OUTLET
Registration Number:	3022733	THE DEATH CRAWLER
Registration Number:	3022734	THE ROTTEN HEADS
Serial Number:	76572793	THE UNDERGROUND
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
Registration Number:	2081567	FORBIDDEN PLEASURES
Serial Number:	78742392	HOLIDAY SPIRIT

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Email: boxip@hoganlovells.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Valerie Brennan, Hogan Lovells US LLP
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Address Line 2: Box Intellectual Property
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ATTORNEY DOCKET NUMBER:	70577.300
NAME OF SUBMITTER:	Valerie Brennan
Signature:	/VB/
Date:	11/16/2011

Total Attachments: 4
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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of April __, 2011, is made by Laminar Direct Capital L.P., as Term Loan Agent (the "Secured Party").

WHEREAS, Spencer Gifts LLC (the "Grantor") has granted a security interest in certain personal property to the Secured Party, including without limitation a security interest in certain trademarks, trademark applications, and/or trademark licenses ("Trademarks");

WHEREAS, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on September 25, 2007 at Reel 3627 and Frame 0177; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following Trademarks:

1. all of the Grantor's Trademarks to which the Grantor is a party including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

D. E. SHAW DIRECT CAPITAL PORTFOLIOS, L.L.C.
(successor-in-interest to Laminar Direct Capital L.P.),
as Term Loan Agent

By: *Robert I. Ladd*
Name: Robert I. Ladd
Title: Authorized Signatory

Schedule A

**Spencer Gifts LLC
(Delaware Limited Liability Company)**

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	United States	74157140	1689438	5/26/1992
Dapy and Design	United States	76115076	2583531	6/18/2002
Evil Owen	United States	77015920	3271251	7/31/2007
Forbidden Pleasures	United States	75152264	2081567	7/22/1997
Free at Last! Divorce Party	United States	77102624	3528194	11/4/2008
Fright Stuff	United States	75194584	2123409	12/23/1997
Fright Stuff and Design	United States	73717876	1518073	12/27/1988
Glow	United States	75192434	2120642	12/9/1997
Glow - Exclamation Point Design	United States	75143139	2204299	11/17/1998
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	United States	76366310	2832621	4/13/2004
Hidden Illusions	United States	76977147	2931490	3/8/2005
Holiday Spirit	United States	78742392	3378579	2/5/2008
Hollywood Illusions and Design	United States	74522449	2000248	9/10/1996
LINK'D	United States	76/610,205	3068834	3/14/2006
Lumaseries	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	United States	72260623	0832689	7/25/1967
Spencer Gifts	United States	72276293	857651	9/24/1968
Spencer's	United States	76/564,494	3002385	9/27/2005

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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	United States	75290811	2174766	7/21/1998
Wild 'N' Crazy	United States	76398176	2686244	2/11/2003
Wild 'N' Crazy Card	United States	74723392	2033510	1/28/1997
World's Halloween Headquarters	United States	76295365	2776366	10/21/2003

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.