

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in US Trademarks [ABL Security Agreement]		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Amscan Holdings, Inc.		07/27/2012	CORPORATION: DELAWARE
Amscan, Inc.		07/27/2012	CORPORATION: NEW YORK
AM-Source, Inc.		07/27/2012	LIMITED LIABILITY COMPANY: RHODE ISLAND
Anagram International, Inc.		07/27/2012	CORPORATION: MINNESOTA
Factory Card & Party Outlet Corp.		07/27/2012	CORPORATION: DELAWARE
Gags and Games, Inc.		07/27/2012	CORPORATION: MICHIGAN
PA Acquisition Corp.		07/27/2012	CORPORATION: DELAWARE
Factory Card Outlet of America Ltd.		07/27/2012	CORPORATION: ILLINOIS
Party City Corporation		07/27/2012	CORPORATION: DELAWARE
Party City Holdings, Inc.		07/27/2012	CORPORATION: DELAWARE
M&D Industries, Inc.	FORMERLY M&D Balloons, Inc.	07/27/2012	CORPORATION: DELAWARE
Trisar, Inc.		07/27/2012	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Trust Company: NEW YORK		
PROPERTY NUMBERS Total: 92			
Property Type	Number	Word Mark	
Registration Number:	3148560	TINY TWINKLERS	
Registration Number:	3131395	PULL-APART	
Registration Number:	3115143	STICKLES	
Registration Number:	2956513		

CH \$2315.00 3148560

Registration Number:	2999598	PARTY PALS
Registration Number:	2999599	PARTY PALS
Registration Number:	2917947	RAZZLE DAZZLE
Registration Number:	2909048	RAZZLE DAZZLES
Registration Number:	2762867	CAR ART
Registration Number:	1146105	AMSCAN
Serial Number:	85651549	COSTUMESUSA
Serial Number:	85651653	SO MUCH FOR SO LITTLE, IT'S SPOOKY!
Serial Number:	85482524	PARTY AMERICA
Serial Number:	85464828	WHO YOU GONNA BE?
Serial Number:	85403735	SCENE SETTERS
Serial Number:	85332135	CHRISTMAS CITY
Serial Number:	85332149	MARDI GRAS CITY
Serial Number:	85332162	NEW YEARS CITY
Serial Number:	85332191	LUAU CITY
Serial Number:	85329032	GRADUATION CITY
Registration Number:	3960130	YOUR COSTUME SUPERSTORE
Registration Number:	4007391	HALLOWEEN CITY YOUR COSTUME SUPERSTORE
Registration Number:	4050254	HALLOWEEN CITY
Registration Number:	3886016	HALLOWEEN CITY
Registration Number:	3788299	HALLOWEEN CITY
Serial Number:	77965914	ENTERTAIN WITH STYLE
Registration Number:	4115506	ENTERTAIN WITH STYLE
Registration Number:	3915161	TIPSY-RITA
Registration Number:	4100329	GRASSLANDS ROAD
Registration Number:	3999921	GRASSLANDS ROAD
Registration Number:	3891279	TIPSY-TINI
Registration Number:	3848618	FUN SHADES
Registration Number:	3750312	DAZZLERS
Registration Number:	1833020	TREND SETTERS
Registration Number:	1670058	TREND SETTERS
Registration Number:	1495147	CRYSTAL GLAZE
Registration Number:	1495148	ELEGANT TOUCH
Registration Number:	1359262	FESTIVE OCCASION
Serial Number:	85204080	PREMATEx

	3322673	XL XTRALIFE
Registration Number:	3002460	SING A TUNE BALLOONS
Registration Number:	2598449	SING-A-TUNE
Registration Number:	2052521	
Registration Number:	2052522	ANAGRAM
Registration Number:	1905750	ANAGRAM
Registration Number:	1533437	AIRWALKERS
Serial Number:	76439560	SING A TUNE BALLOONS
Registration Number:	3370294	MORE PARTY FOR YOUR DOLLAR
Registration Number:	2668943	FACTORY CARD & PARTY OUTLET
Registration Number:	2683184	FACTORY CARD & PARTY OUTLET
Registration Number:	1834213	PARTY MANIA
Registration Number:	2093234	FACTORY CARD OUTLET
Registration Number:	3118654	GAGS & GIFTS PARTY
Registration Number:	2519999	DYNAFLOAT
Registration Number:	1695099	STREAMERS
Registration Number:	2113189	SUPER ROLL
Registration Number:	1766370	GREAT PARTY
Registration Number:	1517587	THE PAPER FACTORY
Serial Number:	85635310	PARTY RETAIL GROUP
Serial Number:	85565244	FANRAGEOUS
Serial Number:	85426121	ECO PARTY
Serial Number:	85191131	WEDDING CITY
Serial Number:	85191160	THEME CITY
Registration Number:	3943884	NOBODY HAS MORE PARTY FOR LESS
Serial Number:	77863621	POP UP PARTIES
Serial Number:	77842136	PARTYLINE
Registration Number:	3749824	NOBODY HAS MORE HALLOWEEN FOR LESS
Serial Number:	77813376	CANDY IN THE CITY
Serial Number:	77813377	INVITATION CITY
Serial Number:	77813384	INVITATIONS IN THE CITY
Serial Number:	77813388	PARTY IN THE CITY
Serial Number:	77813390	TEACHER CITY
Serial Number:	77813396	WEDDINGS IN THE CITY
Serial Number:	77776349	FAVORS IN THE CITY

	77701147	PARTY CITY
Serial Number:	77656510	YOUR CELEBRATION STARTS HERE
Serial Number:	77813392	TEACHERS IN THE CITY
Registration Number:	4067435	ECOPARTY
Registration Number:	3886621	FAVOR CITY
Registration Number:	3577211	CANDY CITY
Registration Number:	3610286	PARTY CITY
Registration Number:	2895330	AMERICA'S #1 PARTY STORE
Registration Number:	2802262	HALLOWEEN COSTUME WAREHOUSE
Registration Number:	2798529	INFLATION STATION
Registration Number:	1974890	THE DISCOUNT PARTY SUPER STORE
Registration Number:	1806095	PARTY CITY
Registration Number:	1815585	HALLOWEEN COSTUME WAREHOUSE
Registration Number:	1553347	PARTY CITY
Serial Number:	85455751	PARTY CITY HOLDINGS
Registration Number:	1811298	PARTY CITY
Registration Number:	3669193	YA OTTA PIÑATA
Registration Number:	1595867	GREETING BALLOONS

CORRESPONDENCE DATA

Fax Number: 6502138158

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 6502130300

Email: cishihara@whitecase.com

Correspondent Name: White & Case LLP / Christina Ishihara

Address Line 1: 3000 El Camino Real, Bldg 5, 9th Floor

Address Line 4: Palo Alto, CALIFORNIA 94306

ATTORNEY DOCKET NUMBER:	1111779-2292
NAME OF SUBMITTER:	Christina Ishihara
Signature:	/Christina Ishihara/
Date:	07/27/2012

Total Attachments: 8

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

This GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Agreement"), dated as of July 27, 2012, is entered into by Amscan Holdings, Inc., a Delaware corporation with principal offices at 80 Grasslands Road, Elmsford, NY 10523, Amscan, Inc., a New York corporation with principal offices at 80 Grasslands Road, Elmsford, NY 10523, AM-Source, Inc., a Rhode Island limited liability company with principal offices at 80 Grasslands Road, Elmsford, NY 10523, Anagram International, Inc., a Minnesota corporation with principal offices at 7700 Anagram Drive, Eden Prairie, MN 55344, Factory Card & Party Outlet Corp., a Delaware corporation with principal offices at 25 Green Pond Road, Rockaway, NJ 07866, Factory Card Outlet of America Ltd., an Illinois corporation principal offices at 25 Green Pond Road, Rockaway, NJ 07866, Gags and Games, Inc., a Michigan corporation with principal offices at 35901 Veronica, Livonia, MI 48150, PA Acquisition Corp. (successor-in-interest to Party Concepts, Inc.), a Delaware corporation with principal offices at 25 Green Pond Road, Rockaway, NJ 07866, Party City Corporation, a Delaware corporation with principal offices at 25 Green Pond Road, Rockaway, NJ 07866, Party City Holdings Inc., a Delaware corporation with principal offices at 80 Grasslands Road, Elmsford, NY 07866, M&D Industries, Inc. (f/k/a M&D Balloons, Inc.), a Delaware corporation with principal offices at 80 Grasslands Road, Elmsford, NY 07866, and Trisar, Inc., a California corporation with principal offices at 80 Grasslands Road, Elmsford, NY 07866, (each, a "Grantor") and DEUTSCHE BANK TRUST COMPANY AMERICAS (the "Grantee"), a New York trust company having its principal offices at 60 Wall Street, New York, NY 10005, as collateral agent.

WHEREAS, the Grantors are the owner of all right, title and interest in and to the United States trademarks and associated United States trademark registrations and applications for registration set forth in Schedule A attached hereto (collectively, the "Trademarks");

WHEREAS, Grantee desires to acquire a security interest in the Trademarks; and

WHEREAS, the Grantors are willing to grant to the Grantee a security interest in and lien upon the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Pledge and Security Agreement, dated as of July 27, 2012, made by the Grantors, the other assignors from time to time party thereto and the Grantee (as amended, modified, restated and/or supplemented from time to time, the "ABL Security Agreement"), the Grantors and Grantee agree as follows:

i. Grant of Security Interest

a. The Grantors hereby assigns to the Grantee as collateral security, and grants to the Grantee a continuing security interest in, to and under (i) the Trademarks; (ii) all Proceeds (as such term is defined in the ABL Security Agreement) and products of the

Trademarks, and (iii) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

b. This Grant has been granted in conjunction with the security interest granted to the Grantee under the ABL Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the ABL Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the ABL Security Agreement, the provisions of the ABL Security Agreement shall govern.

ii. Termination of Security Interest

Upon the occurrence of the termination of the ABL Security Agreement, the Grantee shall execute, acknowledge, and deliver to the Grantors an instrument in writing releasing the security interest in the Trademarks acquired under this Grant.

iii. Authorization; Constitution

To the extent applicable, the parties hereto authorize and request that the Commissioner of Trademarks and Trademarks of the United States (and, as applicable, the corresponding entities or agencies in any applicable foreign countries) to record this security interest in the Trademarks.

iv. Governing Law

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

v. Successors and Assigns

This Agreement shall be binding upon and inure to the benefit of the Grantee the Grantors and their respective successors and assigns. The Grantors shall not, without the prior written consent of the Collateral Agent given in accordance with the ABL Security Agreement, assign any right, duty or obligation hereunder.

vi. Counterparts

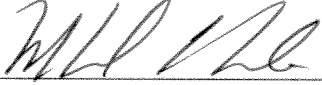
This Agreement may be executed in any number of counterparts and by the parties hereto on separate counterparts, each of which when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

GRANTORS:

PARTY CITY HOLDINGS INC.
PARTY CITY CORPORATION
ANAGRAM INTERNATIONAL, INC.
AM-SOURCE, LLC
AMSCAN HOLDINGS, INC.
AMSCAN INC.
FACTORY CARD & PARTY OUTLET CORP.
FACTORY CARD OUTLET OF AMERICA LTD.
GAGS AND GAMES, INC.
PA ACQUISITION CORP.
M&D INDUSTRIES, INC. (f/k/a M&D
BALLOONS, INC.)

By: 
Name: Michael A. Correale
Title: Vice President


TRISAR, INC.

By: 
Name: Michael A. Correale
Title: Assistant Treasurer

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
date first written above.

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By 
Name: Dusan Lazarov
Title: Director

By 
Name: Benjamin Souh
Title: Vice President

Signature Page – Trademark Security Grant

SCHEDULE A

TRADEMARKS

Owner	Trademark	Application Number	Registration Number
Amscan, Inc.	TINY TWINKLERS	78739208	3148560
Amscan, Inc.	PULL-APART	78578053	3131395
Amscan, Inc.	STICKLES	78467237	3115143
Amscan, Inc.	Design Only	76514528	2956513
Amscan, Inc.	PARTY PALS	76512572	2999598
Amscan, Inc.	PARTY PALS	76512573	2999599
Amscan, Inc.	RAZZLE DAZZLE	78148286	2917947
Amscan, Inc.	RAZZLE DAZZLES	76410270	2909048
Amscan, Inc.	CAR ART	78101309	2762867
Amscan, Inc.	AMSCAN	73173018	1146105
Amscan Holdings, Inc.	COSTUMESUSA	85651549	
Amscan Holdings, Inc.	SO MUCH FOR SO LITTLE, IT'S SPOOKY!	85651653	
Amscan Holdings, Inc.	PARTY AMERICA	85482524	
Amscan Holdings, Inc.	WHO YOU GONNA BE?	85464828	
Amscan Holdings, Inc.	SCENE SETTERS	85403735	
Amscan Holdings, Inc.	CHRISTMAS CITY	85332135	
Amscan Holdings, Inc.	MARDI GRAS CITY	85332149	
Amscan Holdings, Inc.	NEW YEARS CITY	85332162	
Amscan Holdings, Inc.	LUAU CITY	85332191	
Amscan Holdings, Inc.	GRADUATION CITY	85329032	
Amscan Holdings, Inc.	YOUR COSTUME SUPERSTORE	85068285	3960130
Amscan Holdings, Inc.	HALLOWEEN CITY YOUR COSTUME SUPERSTORE	85068303	4007391
Amscan Holdings, Inc.	HALLOWEEN CITY	85068262	4050254
Amscan Holdings, Inc.	HALLOWEEN CITY	85017319	3886016
Amscan Holdings, Inc.	HALLOWEEN CITY	77656722	3788299
Amscan Inc.	ENTERTAIN WITH STYLE	77965914	

Owner	Trademark	Application Number	Registration Number
Amscan Inc.	ENTERTAIN WITH STYLE	77982908	4115506
Amscan Inc.	TIPSY-RITA	77947962	3915161
Amscan Inc.	GRASSLANDS ROAD	77948150	4100329
Amscan Inc.	GRASSLANDS ROAD	77982090	3999921
Amscan Inc.	TIPSY-TINI	77877189	3891279
Amscan Inc.	FUN SHADES	77734022	3848618
Amscan Inc.	DAZZLERS	77377420	3750312
Amscan Inc.	TREND SETTERS	74096302	1833020
Amscan Inc.	TREND SETTERS	74089587	1670058
AM-Source, Inc.	CRYSTAL GLAZE	73697940	1495147
AM-Source, Inc.	ELEGANT TOUCH	73697941	1495148
AM-Source, Inc.	FESTIVE OCCASION	73514983	1359262
Anagram International, Inc.	PREMATEX	85204080	
Anagram International, Inc.	XL XTRALIFE	77072549	3322673
Anagram International, Inc.	SING A TUNE BALLOONS	76977684	3002460
Anagram International, Inc.	SING-A-TUNE	75707523	2598449
Anagram International, Inc.	Design Only	75087368	2052521
Anagram International, Inc.	ANAGRAM	75087374	2052522
Anagram International, Inc.	ANAGRAM	74457658	1905750
Anagram International, Inc.	AIRWALKERS	73746711	1533437
Anagram International, Inc.	SING A TUNE BALLOONS	76439560	
Factory Card & Party Outlet Corp.	MORE PARTY FOR YOUR DOLLAR	78617151	3370294
Factory Card Outlet of America Ltd.	FACTORY CARD & PARTY OUTLET	76380142	2668943
Factory Card Outlet of America Ltd.	FACTORY CARD & PARTY OUTLET	76380143	2683184
Factory Card Outlet of America Ltd.	PARTY MANIA	74801544	1834213
Factory Card Outlet of America Ltd.	FACTORY CARD OUTLET	75179338	2093234

Owner	Trademark	Application Number	Registration Number
Gags and Games, Inc.	GAGS & GIFTS PARTY!	76508597	3118654
M & D Industries, Inc.	DYNAFLOAT	76230811	2519999
PA Acquisition Corp.	STREAMERS	74176569	1695099
PA Acquisition Corp.	SUPER ROLL	75167624	2113189
PA Acquisition Corp.	GREAT PARTY	74242933	1766370
PA Acquisition Corp.	THE PAPER FACTORY	73688429	1517587
Party City Corporation	PARTY RETAIL GROUP	85635310	
Party City Corporation	FANRAGEOUS	85565244	
Party City Corporation	ECO PARTY	85426121	
Party City Corporation	WEDDING CITY	85191131	
Party City Corporation	THEME CITY	85191160	
Party City Corporation	NOBODY HAS MORE PARTY FOR LESS	85103891	3943884
Party City Corporation	POP UP PARTIES	77863621	
Party City Corporation	PARTYLINE	77842136	
Party City Corporation	NOBODY HAS MORE HALLOWEEN FOR LESS	77813267	3749824
Party City Corporation	CANDY IN THE CITY	77813376	
Party City Corporation	INVITATION CITY	77813377	
Party City Corporation	INVITATIONS IN THE CITY	77813384	
Party City Corporation	PARTY IN THE CITY	77813388	
Party City Corporation	TEACHER CITY	77813390	
Party City Corporation	TEACHERS IN THE CITY	77813392	
Party City Corporation	WEDDINGS IN THE CITY	77813396	
Party City Corporation	FAVORS IN THE CITY	77776349	
Party City Corporation	PARTY CITY	77701147	
Party City Corporation	YOUR CELEBRATION STARTS HERE	77656510	
Party City Corporation	ECOPARTY	77405846	4067435
Party City Corporation	FAVOR CITY	77253663	3886621
Party City Corporation	CANDY CITY	77253656	3577211
Party City Corporation	PARTY CITY	78369317	3610286
Party City Corporation	AMERICA'S #1 PARTY STORE	78230170	2895330

Owner	Trademark	Application Number	Registration Number
Party City Corporation	HALLOWEEN COSTUME WAREHOUSE	78140220	2802262
Party City Corporation	INFLATION STATION	76309702	2798529
Party City Corporation	THE DISCOUNT PARTY SUPER STORE	74669752	1974890
Party City Corporation	PARTY CITY	74371000	1806095
Party City Corporation	HALLOWEEN COSTUME WAREHOUSE	74342519	1815585
Party City Corporation	PARTY CITY	73771790	1553347
Party City Holdings, Inc.	PARTY CITY HOLDINGS	85455751	
Party City Corporation	PARTY CITY	74370998	1811298
Trisar, Inc.	YA OTTA PIÑATA	77664486	3669193
Trisar, Inc.	GREETING BALLOONS	73821939	1595867