

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/27/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Amscan Holdings, Inc.		07/27/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Party City Holdings Inc.
Street Address:	80 Grasslands Road
City:	Elmsford
State/Country:	NEW YORK
Postal Code:	10523
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	85482524	PARTY AMERICA
Serial Number:	85403735	SCENE SETTERS
Serial Number:	85651653	SO MUCH FOR SO LITTLE, IT'S SPOOKY!
Serial Number:	85651549	COSTUMESUSA
Serial Number:	85464828	WHO YOU GONNA BE?
Serial Number:	85332191	LUAU CITY
Serial Number:	85332162	NEW YEARS CITY
Serial Number:	85332149	MARDI GRAS CITY
Serial Number:	85332135	CHRISTMAS CITY
Serial Number:	85329032	GRADUATION CITY
Registration Number:	4007391	HALLOWEEN CITY YOUR COSTUME SUPERSTORE
Registration Number:	3960130	YOUR COSTUME SUPERSTORE
Registration Number:	4050254	HALLOWEEN CITY

OP \$390.00 85482524

Registration Number:	3886016	HALLOWEEN CITY
Registration Number:	3788299	HALLOWEEN CITY

CORRESPONDENCE DATA

Fax Number: 9142880023
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 914-821-9072
Email: tmdocket@leasonellis.com
Correspondent Name: Karin Segall c/o Leason Ellis LLP
Address Line 1: One Barker Avenue
Address Line 4: White Plains, NEW YORK 10601

ATTORNEY DOCKET NUMBER:	00715/808000-000
NAME OF SUBMITTER:	Karin Segall
Signature:	/karinsegall/
Date:	09/20/2012

Total Attachments: 4
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

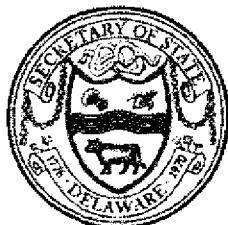
"AMSCAN HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PARTY CITY HOLDINGS INC." UNDER THE NAME OF "PARTY CITY HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2012, AT 12:16 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3774548 8100M

120879422

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9740176

DATE: 07-27-12

TRADEMARK
REEL: 004864 FRAME: 0708

STATE of DELAWARE

CERTIFICATE OF MERGER

OF

AMSCAN HOLDINGS, INC.

WITH AND INTO

PARTY CITY HOLDINGS INC.

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation has executed this Certificate of Merger and does hereby certify that:

1. The constituent corporations participating in the merger herein certified (the "Merger") are:

<u>Name of Constituent Corporation</u>	<u>State of Incorporation</u>
Amscan Holdings, Inc.	Delaware
Party City Holdings Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of the date hereof, by and among Amscan Holdings, Inc. and Party City Holdings Inc. (the "Merger Agreement"), providing for, among other things, the Merger, has been approved, adopted, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 251 of the DGCL.

3. The surviving corporation of the Merger (the "Surviving Corporation") shall be Party City Holdings Inc., which will continue its existence under the name "Party City Holdings Inc."

4. Upon the effectiveness of the Merger and by reason of the Merger, the Certificate of Incorporation of Party City Holdings Inc. shall be its Certificate of Incorporation as in effect immediately prior to the effectiveness of the Merger.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

Party City Holdings Inc.
80 Grasslands Road
Elmsford, NY 10523

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

7. The Merger is to become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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IN WITNESS WHEREOF, this Certificate of Merger has been executed on this
27 day of July, 2012.

PARTY CITY HOLDINGS INC.

By Gerald C. Rittenberg
Name: Gerald C. Rittenberg
Title: Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]