

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MidCap Business Credit LLC		01/28/2013	LIMITED LIABILITY COMPANY: TEXAS
RECEIVING PARTY DATA			
Name:	Rhode Island Novelty, Inc.		
Street Address:	350 Commerce Drive		
City:	Fall River		
State/Country:	MASSACHUSETTS		
Postal Code:	02720		
Entity Type:	CORPORATION: RHODE ISLAND		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3490985	NANCO	
Registration Number:	3548616	NANCO	
CORRESPONDENCE DATA			
Fax Number:	3035726540		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	303-572-6500		
Email:	denipmail@gtlaw.com		
Correspondent Name:	Gayle L. Strong, Greenberg Traurig LLP		
Address Line 1:	1200 17th St., Suite 2400		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	087007-010400		
NAME OF SUBMITTER:	Gayle L. Strong		
Signature:	/Gayle L. Strong/		

CH \$65.00 3490985

Date:

06/18/2013

Total Attachments: 6

source=Bill of Sale_Redacted#page1.tif

source=Bill of Sale_Redacted#page2.tif

source=Bill of Sale_Redacted#page3.tif

source=Bill of Sale_Redacted#page4.tif

source=Bill of Sale_Redacted#page5.tif

source=Secured Party Bill of Sale#page1.tif

SECURED PARTY BILL OF SALE AND TRANSFER STATEMENT

MidCap Business Credit LLC, a Texas limited liability company with offices located at 433 South Main Street, West Hartford, Connecticut (the "Secured Party") in its capacity as holder of a security interest in certain assets of Nancy Sales Co. Inc. (the "Company"), a Massachusetts corporation with offices formerly located at 22 Willow Street, Chelsea, Massachusetts (the "Premises") are parties to that certain Purchase Agreement (the "Sale Agreement") of even date of this instrument. In consideration of the payment of \$25,000.00 to be paid by Rhode Island Novelty, Inc., (the "Purchaser"), a Massachusetts corporation having offices located at 350 Commerce Drive, Fall River, Massachusetts 02720, and other good and valuable consideration, hereby grants, sells, transfers and delivers to the Purchaser, all of the Company's right, title and interest in and to that portion of the Purchased Assets as that term is defined in the Sale Agreement, described on the Schedule attached hereto as Exhibit A pursuant to the provisions of Section 9-610 of the UCC (collectively, the "Purchased Assets"). Purchaser acknowledges and agrees that the customer lists sold hereby are not being conveyed exclusively to the extent that any of such customers are customers of the Company's souvenir and novelty divisions other sales divisions not conveyed hereby, and that the Lender has the right to sell such customer lists relating to such other sales divisions.

EXCEPT AS SET FORTH IN THE SALE AGREEMENT, THE SECURED PARTY MAKES NO WARRANTIES OR REPRESENTATIONS OF ANY KIND, EXPRESS OR IMPLIED, WITH RESPECT TO THE PURCHASED ASSETS. THE PURCHASED ASSETS ARE SOLD "AS IS" AND "WHERE IS" AND THE SECURED PARTY MAKES NO WARRANTIES AS TO, AND SPECIFICALLY DISCLAIMS ANY WARRANTIES OF, TITLE, POSSESSION, QUIET ENJOYMENT, MERCHANTABILITY OR FITNESS FOR ANY PURPOSE WHATSOEVER.

IN WITNESS WHEREOF, the undersigned have executed this Secured Party Bill of Sale as of this 18th day of January, 2013.

MIDCAP BUSINESS CREDIT LLC

By: [Signature]
Name: Nancy G. Walter
Title: Vice President

Accepted and agreed:

RHODE ISLAND NOVELTY, INC

By: [Signature]
Name: BOB DAN NOUNIK
Title: PRESIDENT

EXHIBIT A (to Bill of Sale)

NW

Schedule of Purchased Assets

The IAAPA trade show booth and samples,

The customer lists on Schedule A-1 attached hereto,

All project files, imaging and design materials

The sales information and sales histories attached hereto as Schedule A-2 attached hereto,

Unfilled sales orders relating to Saleable Inventory,

The name "Nancy Sales" and all derivations thereof,

All trademarks and copyrights,

All goodwill,

The phone numbers, fax numbers, email addresses, URL's, webpages listed on Schedule A-3 attached hereto and all webpage content, codes and passwords relating thereto

Schedule A-1
Customer List

See attached.

Schedule A-2
Sales Information and Sales Histories

See attached.

Schedule A-3
Phone and Fax Numbers, URL's, Webpages and Email Addresses

Telephone and Fax Numbers



VerizonMain Fax Line

VerizonNJ Fax
VerizonNJ Phone

Windstream/Paetec
Windstream/Paetec
Windstream/Paetec

Main Phone
Main Toll Free
Main Toll Free

Fax



Windstream/Paetec

NJ Toll Free

URL's and Web Pages:

All URL's and webpages including but not limited to the following:
www.nancobos.com
www.linkedin.com/company/nanco-nancy-sales-co

Email Domains:

All Email domains, including but not limited to the following:

Nancobos.com (it being agreed that for a period of 90 days following the Closing, Buyer will forward all emails to the current employees to new email addresses provided by Secured Party to Buyer)

SECURED PARTY BILL OF SALE AND TRANSFER STATEMENT

MidCap Business Credit LLC, a Texas limited liability company with offices located at 433 South Main Street, West Hartford, Connecticut (the "Secured Party") in its capacity as holder of a security interest in certain assets of Nancy Sales Co. Inc. (the "Company"), a Massachusetts corporation with offices formerly located at 22 Willow Street, Chelsea, Massachusetts (the "Premises") are parties to that certain Purchase Agreement (the "Sale Agreement") of even date of this instrument. In consideration of the payment of \$1.00 and other good and valuable consideration paid by Rhode Island Novelty, Inc., (the "Purchaser"), a Massachusetts corporation having offices located at 350 Commerce Drive, Fall River, Massachusetts 02720, and other good and valuable consideration, hereby grants, sells, transfers and delivers to the Purchaser, all of the Company's right, title and interest in and to that the following trademarks (the 'Purchased Assets'):

<u>Serial Number</u>	<u>Registration</u>	<u>Word Mark</u>
<u>78548054</u>	<u>3149858</u>	<u>HANG-A-LONG</u>
<u>76687951</u>	<u>3490985</u>	<u>NANCO</u>
<u>76677345</u>	<u>3548616</u>	<u>NANCO</u>

EXCEPT AS SET FORTH IN THE SALE AGREEMENT, THE SECURED PARTY MAKES NO WARRANTIES OR REPRESENTATIONS OF ANY KIND, EXPRESS OR IMPLIED, WITH RESPECT TO THE PURCHASED ASSETS. THE PURCHASED ASSETS ARE SOLD "AS IS" AND "WHERE IS" AND THE SECURED PARTY MAKES NO WARRANTIES AS TO, AND SPECIFICALLY DISCLAIMS ANY WARRANTIES OF, TITLE, POSSESSION, QUIET ENJOYMENT, MERCHANTABILITY OR FITNESS FOR ANY PURPOSE WHATSOEVER.

IN WITNESS WHEREOF, the undersigned have executed this Secured Party Bill of Sale as of this 28th day of January, 2013.

MIDCAP BUSINESS CREDIT LLC

By: Nancy G. Waly
Name: Nancy G. Waly
Title: Vice President