

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM352313

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (TERM LOAN SECURITY AGREEMENT)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
US Balloon Manufacturing Co., Inc.		08/19/2015	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	DEUTSCHE BANK AG NEW YORK BRANCH, AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT		
Street Address:	60 WALL STREET		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Foreign Banking Company: GERMANY		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4191658	STACK-N-WEIGHT	
Registration Number:	2540488	CLIP-N-WEIGHT	
Registration Number:	1409598	BELLY BEARS	
Registration Number:	1350802	U.S. BALLOON	
CORRESPONDENCE DATA			
Fax Number:	2123548113		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-819-8200		
Email:	iprecordations@whitecase.com		
Correspondent Name:	Fatima Carrillo/White & Case LLP		
Address Line 1:	1155 Avenue of the Americas		
Address Line 2:	Patent & Trademark Department		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	1111779-2555		
NAME OF SUBMITTER:	Fatima Carrillo		
SIGNATURE:	/Fatima Carrillo/		
DATE SIGNED:	08/21/2015		

CH \$115.00 4191658

Total Attachments: 11

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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 August 19, 2015, is entered into by **AMSCAN INC.**, a New York corporation with principal offices at 80 Grasslands Road, Elmsford, NY 10523, **AM-SOURCE, LLC**, 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, **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 10523, **US BALLOON MANUFACTURING CO., INC.**, a New York corporation with principal offices at 80 Grasslands Road, Elmsford, NY 10523, and **TRISAR, INC.**, a California corporation with principal offices at 80 Grasslands Road, Elmsford, NY 10523, (each, a “Grantor”) and **DEUTSCHE BANK AG NEW YORK BRANCH**, a branch of Deutsche Bank AG (itself a corporation duly incorporated under the laws of the Federal Republic of Germany and having its principal place of business at Taunusanlage 12, in the city of Frankfurt (Main) and licensed by the New York State Department of Financial Services), with offices at 60 Wall Street, New York, New York 10005 (the “Grantee”), as administrative agent and collateral agent (collectively in such capacities, the “Agent”).

WHEREAS, the Grantors are the owners 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 August 19, 2015, 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 “Term Loan Security Agreement”), the Grantors and Grantee agree as follows:

i. Grant of Security Interest

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

ii. Termination of Security Interest

Upon the occurrence of the Termination Date (as defined in the Term Loan 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 Agreement.

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) 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 Agent given in accordance with the Term Loan Security Agreement, assign any right, duty or obligation hereunder.

vi. Intercreditor Agreement Acknowledgment

Notwithstanding anything herein to the contrary, the liens and security interests granted to the Grantee pursuant to this Agreement in any ABL Facility First Lien Collateral (as defined in the Intercreditor Agreement referred to below) and the exercise of any right or remedy by the Grantee with respect to any ABL Facility First Lien Collateral hereunder are subject to the provisions of the Intercreditor Agreement, dated as of August 19, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the "Intercreditor Agreement"), among PC Intermediate Holdco, Inc., a Delaware corporation, Party City Holdings Inc., a Delaware corporation, Party City Corporation, a Delaware corporation, the other Grantors from time to time party thereto, JPMorgan Chase Bank, N.A. ("JPM"), as ABL Facility Security Agent, and

the Grantee, as Term Loan Security Agent, and certain other Persons party or that may become party thereto from time to time. In the event of any conflict between the terms of the Intercreditor Agreement and this Agreement, the terms of the Intercreditor Agreement shall govern and control.

vii. Counterparts

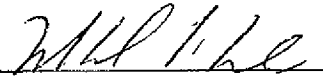
This Agreement may be executed in any number of counterparts and by the parties hereto on separate counterparts, each of which when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Remainder of this page intentionally left blank; signature page follows]

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

GRANTORS:

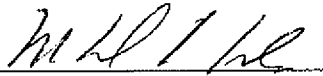
PARTY CITY HOLDINGS INC.

By: 

Name: Michael A. Correale

Title: Chief Financial Officer

PARTY CITY CORPORATION
ANAGRAM INTERNATIONAL, INC.
AM-SOURCE, LLC
AMSCAN INC.
U.S. BALLOON MANUFACTURING CO., INC.
TRISAR, INC.

By: 

Name: Michael A. Correale

Title: Vice President

[Signature Page to Party City Term Loan Trademark Security Grant]

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

**DEUTSCHE BANK AG NEW YORK
BRANCH,**
as Agent and Grantee

By 
Name: **Dusan Lazarov**
Title: **Director**

By 
Name: **Anca Trifan**
Title: **Managing Director**

[Signature Page to Party City Term Loan Trademark Security Grant]

**TRADEMARK
REEL: 005605 FRAME: 0452**

SCHEDULE A

TRADEMARKS

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Owner Name
ENTERTAIN WITH STYLE	App 77982908	App 23-MAR-2010	Reg 4115506	Reg 20-MAR-2012	AMSCAN INC.
ENTERTAIN WITH STYLE	App 77983562	App 23-MAR-2010	Reg 4400448	Reg 10-SEP-2013	AMSCAN INC.
GRASSLANDS ROAD	App 77982090	App 02-MAR-2010	Reg 3999921	Reg 19-JUL-2011	AMSCAN INC.
TIPSY-RITA	App 77947962	App 02-MAR-2010	Reg 3915161	Reg 01-FEB-2011	AMSCAN INC.
GRASSLANDS ROAD	App 77948150	App 02-MAR-2010	Reg 4100329	Reg 14-FEB-2012	AMSCAN INC.
TIPSY-TINI	App 77877189	App 20-NOV-2009	Reg 3891279	Reg 14-DEC-2010	AMSCAN INC.
FUN SHADES	App 77734022	App 11-MAY-2009	Reg 3848618	Reg 14-SEP-2010	AMSCAN INC.
DAZZLERS	App 77377420	App 22-JAN-2008	Reg 3750312	Reg 16-FEB-2010	AMSCAN INC.
TREND SETTERS	App 74096302	App 11-SEP-1990	Reg 1833020	Reg 26-APR-1994	AMSCAN INC.
TREND SETTERS	App 74089587	App 20-AUG-1990	Reg 1670058	Reg 31-DEC-1991	AMSCAN INC.
PARTY IMPRESSIONS	App 86008511	App 12-JUL-2013	Reg 4569802	Reg 15-JUL-2014	AMSCAN, INC.
RAZZLE DAZZLE	App 78148286	App 29-JUL-2002	Reg 2917947	Reg 11-JAN-2005	AMSCAN, INC.
CAR ART	App 78101309	App 07-JAN-2002	Reg 2762867	Reg 09-SEP-2003	AMSCAN, INC.
AMSCAN	App 73173018	App 05-JUN-1978	Reg 1146105	Reg 20-JAN-1981	AMSCAN, INC.
CRYSTAL GLAZE	App 73697940	App 27-NOV-1987	Reg 1495147	Reg 05-JUL-1988	AM-SOURCE, LLC
ELEGANT TOUCH	App 73697941	App 27-NOV-1987	Reg 1495148	Reg 05-JUL-1988	AM-SOURCE, LLC
FESTIVE OCCASION	App 73514983	App 24-DEC-1984	Reg 1359262	Reg 10-SEP-1985	AM-SOURCE, LLC
AIRBILDR	App 86028559	App 05-AUG-2013	Reg 4459321	Reg 31-DEC-2013	ANAGRAM INTERNATIONAL, INC.

AIRBILDR	App 85948860	App 03-JUN-2013	Reg 4516356	Reg 15-APR-2014	ANAGRAM INTERNATIONAL, INC.
VALUELINE BALLOONS PLUS	App 85938620	App 21-MAY-2013	Reg 4509550	Reg 08-APR-2014	ANAGRAM INTERNATIONAL, INC.
VALUELINE BALLOONS PLUS	App 85938638	App 21-MAY-2013	Reg 4509551	Reg 08-APR-2014	ANAGRAM INTERNATIONAL, INC.
HELIUM SAVERS	App 85744847	App 03-OCT-2012	Reg 4322435	Reg 16-APR-2013	ANAGRAM INTERNATIONAL, INC.
XL XTRALIFE	App 77072549	App 28-DEC-2006	Reg 3322673	Reg 30-OCT-2007	ANAGRAM INTERNATIONAL, INC.
SING-A-TUNE BALLOONS	App 76977684	App 09-AUG-2002	Reg 3002460	Reg 27-SEP-2005	ANAGRAM INTERNATIONAL, INC.
SING-A-TUNE	App 75707523	App 17-MAY-1999	Reg 2598449	Reg 23-JUL-2002	ANAGRAM INTERNATIONAL, INC.
Design Only	App 75087368	App 12-APR-1996	Reg 2052521	Reg 15-APR-1997	ANAGRAM INTERNATIONAL, INC.
ANAGRAM	App 75087374	App 12-APR-1996	Reg 2052522	Reg 15-APR-1997	ANAGRAM INTERNATIONAL, INC.
ANAGRAM	App 74457658	App 12-NOV-1993	Reg 1905750	Reg 18-JUL-1995	ANAGRAM INTERNATIONAL, INC.
AIRWALKERS	App 73746711	App 17-AUG-1988	Reg 1533437	Reg 04-APR-1989	ANAGRAM INTERNATIONAL, INC.
FACTORY CARD OUTLET	App 75179338	App 03-OCT-1996	Reg 2093234	Reg 02-SEP-1997	FACTORY CARD OUTLET OF AMERICA, LTD. ¹
FACTORY CARD & PARTY OUTLET	App 76380143	App 08-MAR-2002	Reg 2683184	Reg 04-FEB-2003	FACTORY CARD OUTLET OF AMERICA, LTD. ²
FACTORY CARD & PARTY OUTLET	App 76380142	App 08-MAR-2002	Reg 2668943	Reg 31-DEC-2002	FACTORY CARD OUTLET OF AMERICA, LTD. ³

¹ Factory Card Outlet of America, Ltd. dissolved as of 12/26/12 and assets transferred to Factory Card & Party Outlet Corp. Factory Card & Party Outlet Corp. merged into Party City Corp. as of 12/27/12.

² Factory Card Outlet of America, Ltd. dissolved as of 12/26/12 and assets transferred to Factory Card & Party Outlet Corp. Factory Card & Party Outlet Corp. merged into Party City Corp. as of 12/27/12.

³ Factory Card Outlet of America, Ltd. dissolved as of 12/26/12 and assets transferred to Factory Card & Party Outlet Corp. Factory Card & Party Outlet Corp. merged into Party City Corp. as of 12/27/12.

PARTY MANIA	App 74801544	App 06-MAR-1992	Reg 1834213	Reg 03-MAY-1994	FACTORY CARD OUTLET OF AMERICA, LTD. ⁴
HALLOWEEN CITY				Reg 01-SEP-2010 (WI State)	GAGS AND GAMES, INC. (N/K/A PARTY CITY CORPORATION)
HALLOWEEN USA			Reg 1840438	Reg 04-MAR-2009 (OH State)	GAGS AND GAMES, INC. (N/K/A PARTY CITY CORPORATION)
PARTY USA			Reg 1445491	Reg 01-MAR-2004 (OH State)	GAGS AND GAMES, INC. (N/K/A PARTY CITY CORPORATION)
HALLOWEEN CITY			Reg 10179515	Reg 18-JUL-2013 (NE State)	PARTY CITY CORPORATION
HALLOWEEN CITY			Reg 575507	Reg 28-JUN-2013 (AZ State)	PARTY CITY CORPORATION
PARTYCITY	App 85737516	App 25-SEP-2012	Reg 4538744	Reg 27-MAY-2014	PARTY CITY CORPORATION
FANRAGEOUS	App 85565244	App 09-MAR-2012	Reg 4325682	Reg 23-APR-2013	PARTY CITY CORPORATION
ECO PARTY	App 85426121	App 19-SEP-2011	Reg 4337016	Reg 21-MAY-2013	PARTY CITY CORPORATION
NOBODY HAS MORE PARTY FOR LESS	App 85103891	App 10-AUG-2010	Reg 3943884	Reg 12-APR-2011	PARTY CITY CORPORATION
NOBODY HAS MORE HALLOWEEN FOR LESS	App 77813267	App 26-AUG-2009	Reg 3749824	Reg 16-FEB-2010	PARTY CITY CORPORATION
ECOPARTY	App 77405846	App 26-FEB-2008	Reg 4067435	Reg 06-DEC-2011	PARTY CITY CORPORATION
FAVOR CITY	App 77253663	App 13-AUG-2007	Reg 3886621	Reg 07-DEC-2010	PARTY CITY CORPORATION
CANDY CITY	App 77253656	App 13-AUG-2007	Reg 3577211	Reg 17-FEB-2009	PARTY CITY CORPORATION
MORE PARTY FOR YOUR DOLLAR	App 78617151	App 26-APR-2005	Reg 3370294	Reg 15-JAN-2008	PARTY CITY CORPORATION
PARTY CITY	App 78369317	App 17-FEB-2004	Reg 3610286	Reg 21-APR-2009	PARTY CITY CORPORATION
AMERICA'S #1 PARTY STORE	App 78230170	App 26-MAR-2003	Reg 2895330	Reg 19-OCT-2004	PARTY CITY CORPORATION

⁴ Factory Card Outlet of America, Ltd. dissolved as of 12/26/12 and assets transferred to Factory Card & Party Outlet Corp. Factory Card & Party Outlet Corp. merged into Party City Corp. as of 12/27/12.

HALLOWEEN COSTUME WAREHOUSE	App 78140220	App 01-JUL-2002	Reg 2802262	Reg 06-JAN-2004	PARTY CITY CORPORATION
THE DISCOUNT PARTY SUPER STORE	App 74669752	App 04-MAY-1995	Reg 1974890	Reg 21-MAY-1996	PARTY CITY CORPORATION
PARTY CITY	App 74370998	App 23-MAR-1993	Reg 1811298	Reg 14-DEC-1993	PARTY CITY CORPORATION
PARTY CITY	App 74371000	App 23-MAR-1993	Reg 1806095	Reg 23-NOV-1993	PARTY CITY CORPORATION
HALLOWEEN COSTUME WAREHOUSE	App 74342519	App 21-DEC-1992	Reg 1815585	Reg 04-JAN-1994	PARTY CITY CORPORATION
PARTY CITY	App 73771790	App 27-DEC-1988	Reg 1553347	Reg 22-AUG-1989	PARTY CITY CORPORATION
MIX IT. MATCH IT. MAKE IT YOUR OWN!	App 86447978	App 07-NOV-2014	Reg 4764185	Reg 30-JUN-2015	PARTY CITY HOLDINGS INC.
BE A CHARACTER	App 86174394	App 24-JAN-2014	Reg 4616613	Reg 07-OCT-2014	PARTY CITY HOLDINGS INC.
TREAT CITY	App 86975223	App 13-JAN-2014	Reg 4622622	Reg 14-OCT-2014	PARTY CITY HOLDINGS INC.
PARTY CITY CARES	App 85945300	App 29-MAY-2013	Reg 4422110	Reg 22-OCT-2013	PARTY CITY HOLDINGS INC.
PARTYSUITS	App 85901279	App 11-APR-2013	Reg 4445365	Reg 03-DEC-2013	PARTY CITY HOLDINGS INC.
PARTY CITY CARES	App 85881070	App 20-MAR-2013	Reg 4421796	Reg 22-OCT-2013	PARTY CITY HOLDINGS INC.
COSTUMESUSA	App 85651549	App 14-JUN-2012	Reg 4351776	Reg 11-JUN-2013	PARTY CITY HOLDINGS INC.
HALLOWEEN CITY	App 85068262	App 22-JUN-2010	Reg	Reg 01-NOV-2011	PARTY CITY HOLDINGS INC.
YOUR COSTUME SUPERSTORE	App 85068285	App 22-JUN-2010	Reg 3960130	Reg 10-MAY-2011	PARTY CITY HOLDINGS INC.
HALLOWEEN CITY YOUR COSTUME SUPERSTORE	App 85068303	App 22-JUN-2010	Reg 4007391	Reg 02-AUG-2011	PARTY CITY HOLDINGS INC.
HALLOWEEN CITY	App 85017319	App 19-APR-2010	Reg 3886016	Reg 07-DEC-2010	PARTY CITY HOLDINGS INC.
HALLOWEEN CITY	App 77656722	App 26-JAN-2009	Reg 3788299	Reg 11-MAY-2010	PARTY CITY HOLDINGS INC.
SO MUCH FOR SO LITTLE, IT'S SPOOKY!	App 85651653	App 14-JUN-2012	Reg 4365886	Reg 09-JUL-2013	PARTY CITY HOLDINGS INC.

PARTY AMERICA	App 85482524	App 29-NOV-2011	Reg 4270819	Reg 08-JAN-2013	PARTY CITY HOLDINGS INC.
WHO YOU GONNA BE?	App 85464828	App 04-NOV-2011	Reg 4216721	Reg 02-OCT-2012	PARTY CITY HOLDINGS INC.
PARTY CITY HOLDINGS	App 85455751	App 25-OCT-2011	Reg 4266743	Reg 01-JAN-2013	PARTY CITY HOLDINGS INC.
SCENE SETTERS	App 85403735	App 22-AUG-2011	Reg 4197137	Reg 28-AUG-2012	PARTY CITY HOLDINGS INC.
SUPER ROLL	App 75167624	App 17-SEP-1996	Reg 2113189	Reg 11-NOV-1997	PA ACQUISITION CORP. (N/K/A PARTY CITY CORPORATION)
GREAT PARTY	App 74242933	App 03-FEB-1992	Reg 1766370	Reg 20-APR-1993	PA ACQUISITION CORP. (N/K/A PARTY CITY CORPORATION)
THE PAPER FACTORY	App 73688429	App 07-OCT-1987	Reg 1517587	Reg 20-DEC-1988	PA ACQUISITION CORP. (N/K/A PARTY CITY CORPORATION)
GREETING BALLOONS	App 73821939	App 28-AUG-1989	Reg 1595867	Reg 08-MAY-1990	TRISAR INC.
YA OTTA PIÑATA	App 77664486	App 05-FEB-2009	Reg 3669193	Reg 18-AUG-2009	TRISAR, INC.
STACK-N-WEIGHT	App 85312720	App 04-MAY-2011	Reg 4191658	Reg 14-AUG-2012	US BALLOON MANUFACTURING CO., INC.
CLIP-N-WEIGHT	App 76296890	App 07-AUG-2001	Reg 2540488	Reg 19-FEB-2002	US BALLOON MANUFACTURING CO., INC.
BELLY BEARS	App 73564952	App 24-OCT-1985	Reg 1409598	Reg 16-SEP-1986	US BALLOON MANUFACTURING CO., INC.
U.S. BALLOON	App 73450148	App 28-OCT-1983	Reg 1350802	Reg 23-JUL-1985	US BALLOON MANUFACTURING CO., INC.
YOUR CELEBRATION STARTS HERE	App 85787117	App 26-NOV-2012			PARTY CITY CORPORATON
TREAT CITY	App 86163565	App 13-JAN-2014			PARTY CITY HOLDINGS INC.
CLASSIC CHOICE	App 86597975	App 15-APR-2015			PARTY CITY HOLDINGS INC.
OFFICIALLY RETIRED	App 86595005	App 13-APR-2015			PARTY CITY HOLDINGS INC.

21 FINALLY LEGAL	App 86593194	App 10-APR-2015			PARTY CITY HOLDINGS INC.
SENIOR MOMENTS	App 86327049	App 02-JUL-2014			PARTY CITY HOLDINGS INC.
SENIOR MOMENTS	App 86327193	App 02-JUL-2014			PARTY CITY HOLDINGS INC.