

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM364551

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the incorrectly listed Reg. No. 4,258,336 in the schedule to the correct Reg. No. 4,285,336 previously recorded on Reel 005663 Frame 0516. Assignor(s) hereby confirms the Amended and Restated Intellectual Property Security Agreement.		
RESUBMIT DOCUMENT ID:	900345358		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Enesco, LLC		11/06/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	JP Morgan Chase Bank, N.A.		
Street Address:	10 South Dearborn		
Internal Address:	Floor 22		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4285336	OUR NAME IS MUD	
CORRESPONDENCE DATA			
Fax Number:	3125585600		
<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:	312 558-6352		
Email:	mfoy@winston.com		
Correspondent Name:	Michelle Foy, Winston & Strawn LLP		
Address Line 1:	35 West Wacker Drive		
Address Line 2:	Suite 4200		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	018103-00432		
NAME OF SUBMITTER:	Michelle Foy		
SIGNATURE:	/Michelle Foy/		
DATE SIGNED:	12/03/2015		

Total Attachments: 27

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RESUBMIT DOCUMENT ID:	900344900														
CONVEYING PARTY DATA															
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 15%;">Execution Date</th> <th style="width: 25%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>Enesco, LLC</td> <td></td> <td>11/06/2015</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	Enesco, LLC		11/06/2015	LIMITED LIABILITY COMPANY: DELAWARE						
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Enesco, LLC		11/06/2015	LIMITED LIABILITY COMPANY: DELAWARE												
RECEIVING PARTY DATA															
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Address Line 1:	35 West Wacker Drive														
Address Line 2:	Suite 4200														
Address Line 4:	Chicago, ILLINOIS 60601														

TRADEMARK

ATTORNEY DOCKET NUMBER:	018103-00432
NAME OF SUBMITTER:	Michelle Foy
Signature:	/Michelle Foy/
Date:	11/24/2015
Total Attachments: 19 source=Enesco Correction#page1.tif source=Enesco Correction#page2.tif source=Enesco Correction#page3.tif source=Enesco Correction#page4.tif source=Enesco Correction#page5.tif source=Enesco Correction#page6.tif source=Enesco Correction#page7.tif source=Enesco Correction#page8.tif source=Enesco Correction#page9.tif source=Enesco Correction#page10.tif source=Enesco Correction#page11.tif source=Enesco Correction#page12.tif source=Enesco Correction#page13.tif source=Enesco Correction#page14.tif source=Enesco Correction#page15.tif source=Enesco Correction#page16.tif source=Enesco Correction#page17.tif source=Enesco Correction#page18.tif source=Enesco Correction#page19.tif	
RECEIPT INFORMATION	
ETAS ID:	TM363544
Receipt Date:	11/24/2015

TRADEMARK



UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

NOVEMBER 16, 2015

PTAS

MICHELLE FOY, WINSTON & STRAWN LLP
35 W. WACKER DRIVE
SUITE 4200
CHICAGO, IL 60601-9703

900343584

UNITED STATES PATENT AND TRADEMARK OFFICE NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT RECORDATION BRANCH OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE ASSIGNMENT RECORDATION BRANCH AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT RECORDATION BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 11/06/2015

REEL/FRAME: 5663/0516
NUMBER OF PAGES: 10

BRIEF: AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT

DOCKET NUMBER: 018103-00432

ASSIGNOR:
ENESCO, LLC

DOC DATE: 11/06/2015
CITIZENSHIP: DELAWARE
ENTITY: LIMITED LIABILITY COMPANY

ASSIGNEE:
JPMORGAN CHASE BANK, N.A.

10 SOUTH DEARBORN
FLOOR 22
CHICAGO, ILLINOIS 60603

CITIZENSHIP: UNITED STATES
ENTITY: NATIONAL ASSOCIATION

SERIAL NUMBER: 73355469
REGISTRATION NUMBER: 1232054
MARK: GOTTA GETTA GUND
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

FILING DATE: 03/19/1982
REGISTRATION DATE: 03/22/1983

SERIAL NUMBER: 73485115
REGISTRATION NUMBER: 1335414
MARK: ENESCO
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

FILING DATE: 06/14/1984
REGISTRATION DATE: 05/14/1985

SERIAL NUMBER: 73485121 FILING DATE: 06/14/1984
 REGISTRATION NUMBER: 1329471 REGISTRATION DATE: 04/09/1985
 MARK: ENESCO
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 73485122 FILING DATE: 06/14/1984
 REGISTRATION NUMBER: 1330918 REGISTRATION DATE: 04/16/1985
 MARK: ENESCO
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 73485123 FILING DATE: 06/14/1984
 REGISTRATION NUMBER: 1336916 REGISTRATION DATE: 05/21/1985
 MARK: ENESCO
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 73485124 FILING DATE: 06/14/1984
 REGISTRATION NUMBER: 1333278 REGISTRATION DATE: 04/30/1985
 MARK: ENESCO
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 73563259 FILING DATE: 10/15/1985
 REGISTRATION NUMBER: 1390930 REGISTRATION DATE: 04/22/1986
 MARK: ENESCO
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 73716598 FILING DATE: 03/14/1988
 REGISTRATION NUMBER: 1507361 REGISTRATION DATE: 10/04/1988
 MARK: SNUFFLES
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 73755198 FILING DATE: 09/30/1988
 REGISTRATION NUMBER: 1545472 REGISTRATION DATE: 06/27/1989
 MARK: GUND
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74135699 FILING DATE: 01/22/1991
 REGISTRATION NUMBER: 1911439 REGISTRATION DATE: 08/15/1995
 MARK: DICKENS' VILLAGE SERIES
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74140148 FILING DATE: 02/19/1991
 REGISTRATION NUMBER: 1743975 REGISTRATION DATE: 12/29/1992
 MARK: BABYGUND
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74145284 FILING DATE: 03/07/1991
 REGISTRATION NUMBER: 1680411 REGISTRATION DATE: 03/24/1992
 MARK: POSSIBLE DREAMS
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74145285 FILING DATE: 03/07/1991
 REGISTRATION NUMBER: 1670284 REGISTRATION DATE: 12/31/1991
 MARK: POSSIBLE DREAMS
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74152364 FILING DATE: 03/29/1991
 REGISTRATION NUMBER: 1736644 REGISTRATION DATE: 12/01/1992
 MARK: NEW ENGLAND VILLAGE
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74152366 FILING DATE: 03/29/1991
 REGISTRATION NUMBER: 1685357 REGISTRATION DATE: 05/05/1992
 MARK: CHRISTMAS IN THE CITY
 DRAWING TYPE: AN ILLUSTRATION DRAWING WITH WORD(S) /LETTER(S)/ NUMBER(S) IN
 STYLIZED FORM

SERIAL NUMBER: 74152458 FILING DATE: 03/29/1991
 REGISTRATION NUMBER: 1792650 REGISTRATION DATE: 09/14/1993
 MARK: SNOW VILLAGE
 DRAWING TYPE: AN ILLUSTRATION DRAWING WITH WORD(S) /LETTER(S)/ NUMBER(S) IN
 STYLIZED FORM

SERIAL NUMBER: 74183089 FILING DATE: 07/08/1991
 REGISTRATION NUMBER: 1696247 REGISTRATION DATE: 06/23/1992
 MARK: TINKLE, CRINKLE, RATTLE & SQUEAK
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74293669 FILING DATE: 07/13/1992
 REGISTRATION NUMBER: 1756896 REGISTRATION DATE: 03/09/1993
 MARK: CHERISHED TEDDIES
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74441908 FILING DATE: 09/29/1993
 REGISTRATION NUMBER: 1846853 REGISTRATION DATE: 07/26/1994
 MARK: CHERISHED TEDDIES
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74442004 FILING DATE: 09/29/1993
 REGISTRATION NUMBER: 1846683 REGISTRATION DATE: 07/26/1994
 MARK: CHERISHED TEDDIES
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 74645904 FILING DATE: 03/13/1995
 REGISTRATION NUMBER: 2094027 REGISTRATION DATE: 09/09/1997
 MARK: DEPARTMENT 56
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 75708775 FILING DATE: 05/18/1999
 REGISTRATION NUMBER: 2395261 REGISTRATION DATE: 10/17/2000
 MARK: CHERISHED TEDDIES
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 75744512 FILING DATE: 07/07/1999
 REGISTRATION NUMBER: 2488659 REGISTRATION DATE: 09/11/2001
 MARK: 56
 DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)
 /NUMBER(S)

SERIAL NUMBER: 75744967 FILING DATE: 07/07/1999
 REGISTRATION NUMBER: 2491303 REGISTRATION DATE: 09/18/2001
 MARK: 56
 DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 75975703 FILING DATE: 06/09/1994
 REGISTRATION NUMBER: 2185150 REGISTRATION DATE: 08/25/1998
 MARK: SNOWBUNNIES
 DRAWING TYPE: AN ILLUSTRATION DRAWING WITH WORD(S) /LETTER(S)/ NUMBER(S) IN
 STYLIZED FORM

SERIAL NUMBER: 75975718 FILING DATE: 06/09/1994
REGISTRATION NUMBER: 2132895 REGISTRATION DATE: 01/27/1998
MARK: SNOWBUNNIES
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 76007891 FILING DATE: 03/21/2000
REGISTRATION NUMBER: 2479541 REGISTRATION DATE: 08/21/2001
MARK: BABY GUND
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)
/NUMBER(S)

SERIAL NUMBER: 76316145 FILING DATE: 09/24/2001
REGISTRATION NUMBER: 2837678 REGISTRATION DATE: 05/04/2004
MARK: SNOWBABIES
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 76447588 FILING DATE: 09/05/2002
REGISTRATION NUMBER: 2845961 REGISTRATION DATE: 05/25/2004
MARK: THE WORLD'S MOST HUGGABLE...SINCE 1898
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 76462114 FILING DATE: 10/28/2002
REGISTRATION NUMBER: 2750085 REGISTRATION DATE: 08/12/2003
MARK: COMFY COZY
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 77863524 FILING DATE: 11/03/2009
REGISTRATION NUMBER: 3837065 REGISTRATION DATE: 08/24/2010
MARK: A BREED APART
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 77964534 FILING DATE: 03/22/2010
REGISTRATION NUMBER: 3892518 REGISTRATION DATE: 12/21/2010
MARK: CIRCLE OF LOVE
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 77965840 FILING DATE: 03/23/2010
REGISTRATION NUMBER: 3876244 REGISTRATION DATE: 11/16/2010
MARK: LEGACY OF LOVE
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 78242293 FILING DATE: 04/25/2003
REGISTRATION NUMBER: 2838698 REGISTRATION DATE: 05/04/2004
MARK: FOUNDATIONS
DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)

SERIAL NUMBER: 78260931 FILING DATE: 06/11/2003
REGISTRATION NUMBER: 2912803 REGISTRATION DATE: 12/21/2004
MARK: DEPARTMENT 56
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)
/NUMBER(S)

SERIAL NUMBER: 78790609 FILING DATE: 01/12/2006
REGISTRATION NUMBER: 3320963 REGISTRATION DATE: 10/23/2007
MARK: GOOBER
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 78831174 FILING DATE: 03/07/2006
REGISTRATION NUMBER: 3858410 REGISTRATION DATE: 10/05/2010
MARK: E
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)
/NUMBER(S)

SERIAL NUMBER: 85068244 FILING DATE: 06/22/2010
REGISTRATION NUMBER: 3996329 REGISTRATION DATE: 07/19/2011
MARK: SNOWBABIES
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 85268244 FILING DATE: 03/16/2011
REGISTRATION NUMBER: 4258336 REGISTRATION DATE: 12/11/2012
MARK: ISIS
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 85527585 FILING DATE: 01/27/2012
REGISTRATION NUMBER: 4400915 REGISTRATION DATE: 09/10/2013
MARK: GLOBAL & VINE
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 85942732 FILING DATE: 05/25/2013
REGISTRATION NUMBER: 4574522 REGISTRATION DATE: 07/29/2014
MARK: REALLY GREAT NEWS
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 85945308 FILING DATE: 05/29/2013
REGISTRATION NUMBER: 4570888 REGISTRATION DATE: 07/22/2014
MARK: FLOURISH
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 86036612 FILING DATE: 08/13/2013
REGISTRATION NUMBER: 4612396 REGISTRATION DATE: 09/30/2014
MARK: SNOWPINIONS
DRAWING TYPE: STANDARD CHARACTER MARK

ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

Original filed cover sheet

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State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
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Registration Number:	2488659	56
Registration Number:	3837065	A BREED APART
Registration Number:	2479541	BABY GUND
Registration Number:	1743975	BABYGUND
Registration Number:	1846853	CHERISHED TEDDIES
Registration Number:	1846683	CHERISHED TEDDIES
Registration Number:	1756896	CHERISHED TEDDIES
Registration Number:	2395261	CHERISHED TEDDIES
Registration Number:	1685357	CHRISTMAS IN THE CITY
Registration Number:	3892518	CIRCLE OF LOVE
Registration Number:	2750085	COMFY COZY
Registration Number:	2094027	DEPARTMENT 56

TRADEMARK

Registration Number:	2912803	DEPARTMENT 56
Registration Number:	1911439	DICKENS' VILLAGE SERIES
Registration Number:	3858410	E
Registration Number:	1333278	ENESCO
Registration Number:	1335414	ENESCO
Registration Number:	1336916	ENESCO
Registration Number:	1390930	ENESCO
Registration Number:	1329471	ENESCO
Registration Number:	1330918	ENESCO
Registration Number:	4570888	FLOURISH
Registration Number:	2838698	FOUNDATIONS
Registration Number:	4400915	GLOBAL & VINE
Registration Number:	3320963	GOOBER
Registration Number:	1232054	GOTTA GETTA GUND
Registration Number:	1545472	GUND
Registration Number:	3876244	LEGACY OF LOVE
Registration Number:	1736644	NEW ENGLAND VILLAGE
Registration Number:	4258336	ISIS
Registration Number:	1670284	POSSIBLE DREAMS
Registration Number:	1680411	POSSIBLE DREAMS
Registration Number:	4574522	REALLY GREAT NEWS
Registration Number:	1792650	SNOW VILLAGE
Registration Number:	2837678	SNOWBABIES
Registration Number:	3996329	SNOWBABIES
Registration Number:	2132895	SNOWBUNNIES
Registration Number:	2185150	SNOWBUNNIES
Registration Number:	4612396	SNOWPINIONS
Registration Number:	1507361	SNUFFLES
Registration Number:	2845961	THE WORLD'S MOST HUGGABLE...SINCE 1898
Registration Number:	1696247	TINKLE, CRINKLE, RATTLE & SQUEAK

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Phone: 312 558-6352
Email: mfoy@winston.com

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Correspondent Name: Michelle Foy, Winston & Strawn LLP
Address Line 1: 35 W. Wacker Drive
Address Line 2: Suite 4200

Address Line 4:	Chicago, ILLINOIS 60601-9703
ATTORNEY DOCKET NUMBER:	018103-00432
NAME OF SUBMITTER:	Michelle C. Foy
Signature:	/Michelle C. Foy/
Date:	11/06/2015
Total Attachments: 7 source=JPM_Enesco_A&R_IP_Security_Agreement#page1.tif source=JPM_Enesco_A&R_IP_Security_Agreement#page2.tif source=JPM_Enesco_A&R_IP_Security_Agreement#page3.tif source=JPM_Enesco_A&R_IP_Security_Agreement#page4.tif source=JPM_Enesco_A&R_IP_Security_Agreement#page5.tif source=JPM_Enesco_A&R_IP_Security_Agreement#page6.tif source=JPM_Enesco_A&R_IP_Security_Agreement#page7.tif	
RECEIPT INFORMATION	
ETAS ID:	TM361591
Receipt Date:	11/06/2015
Fee Amount:	\$1090

TRADEMARK

Corrective cover

TRADEMARK ASSIGNMENT COVER SHEET	<i>Sheet</i>
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Electronic Version v1.1
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name:</td> <td>JP Morgan Chase Bank, N.A.</td> </tr> <tr> <td>Street Address:</td> <td>10 South Dearborn</td> </tr> <tr> <td>Internal Address:</td> <td>Floor 22</td> </tr> <tr> <td>City:</td> <td>Chicago</td> </tr> <tr> <td>State/Country:</td> <td>ILLINOIS</td> </tr> <tr> <td>Postal Code:</td> <td>60603</td> </tr> <tr> <td>Entity Type:</td> <td>National Association: UNITED STATES</td> </tr> </table>	Name:	JP Morgan Chase Bank, N.A.	Street Address:	10 South Dearborn	Internal Address:	Floor 22	City:	Chicago	State/Country:	ILLINOIS	Postal Code:	60603	Entity Type:	National Association: UNITED STATES	
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PROPERTY NUMBERS Total: 1															
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Registration Number:	4285336	OUR NAME IS MUD													
CORRESPONDENCE DATA															
<p>Fax Number: 3125585600 Phone: 312 558-6352 Email: mfoy@winston.com</p> <p><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></p> <p>Correspondent Name: Michelle Foy, Winston & Strawn LLP Address Line 1: 35 West Wacker Drive Address Line 2: Suite 4200 Address Line 4: Chicago, ILLINOIS 60601</p>															
ATTORNEY DOCKET NUMBER:	018103-00432														

NAME OF SUBMITTER:	Michelle Foy
Signature:	/Michelle Foy/
Date:	11/19/2015
Total Attachments: 12 source=Enesco Notice of Recordal#page1.tif source=Enesco Notice of Recordal#page2.tif source=Enesco Notice of Recordal#page3.tif source=Enesco Notice of Recordal#page4.tif source=Enesco Notice of Recordal#page5.tif source=Enesco Corrected Amended and Restated IP Agreement#page1.tif source=Enesco Corrected Amended and Restated IP Agreement#page2.tif source=Enesco Corrected Amended and Restated IP Agreement#page3.tif source=Enesco Corrected Amended and Restated IP Agreement#page4.tif source=Enesco Corrected Amended and Restated IP Agreement#page5.tif source=Enesco Corrected Amended and Restated IP Agreement#page6.tif source=Enesco Corrected Amended and Restated IP Agreement#page7.tif	
RECEIPT INFORMATION	
ETAS ID:	TM363033
Receipt Date:	11/19/2015
Fee Amount:	\$40

**AMENDED AND RESTATED
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Amended and Restated Intellectual Property Security Agreement (this "Agreement") dated as of November 6, 2015, is made by and between Enesco, LLC, a Delaware limited liability company (the "Grantor"), having its chief executive office at 225 Windsor Drive, Itasca, Illinois, 60143, and JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent"), with offices at 10 South Dearborn, Floor 22, Chicago, Illinois, 60603.

WHEREAS, the Grantor, the other Loan Parties party thereto, the Administrative Agent, and the other Lenders party thereto entered into that certain Credit Agreement dated June 28, 2012;

WHEREAS, Grantor previously executed and delivered to the Secured Parties that certain Pledge and Security Agreement dated as of June 28, 2012 executed by the Grantor and the other U.S. Loan Parties party thereto (including annexes, exhibits or schedules thereto, as amended through the date hereof, the "Existing Security Agreement") in favor of the Administrative Agent, for the ratable benefit of itself and the Secured Parties and that certain Intellectual Property Security Agreement dated as of June 28, 2012, between Grantor and the Administrative Agent (including all annexes, exhibits or schedules thereto, as amended or supplemented through the date hereof, the "Existing Intellectual Property Security Agreement");

WHEREAS, the Grantor, the other Loan Parties party thereto, the Administrative Agent, and the other Lenders party thereto are concurrently entering into that certain Amended and Restated Credit Agreement dated as of the date hereof (as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement") and the Grantor, the other U.S. Loan Parties party thereto and the Administrative Agent, for the ratable benefit of itself and the Secured Parties are concurrently entering into that certain Amended and Restated Pledge and Security Agreement dated as of the date hereof (as from time to time amended, restated, supplemented or otherwise modified, the "Pledge and Security Agreement");

WHEREAS, as a condition to the Lenders entering into the Credit Agreement, and pursuant to the Pledge and Security Agreement, Grantor has agreed to amend and restate the Existing Intellectual Property Security Agreement; and

WHEREAS, capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Credit Agreement or the Pledge and Security Agreement, as applicable.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby confirms the grant pursuant to the Pledge and Security Agreement, to the Administrative Agent, for the ratable benefit of itself and the Secured Parties, of a security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) all Patents and Trademarks and all of the goodwill of the business symbolized by each Trademark of the Grantor, including, without limitation, each

Material Patent and Material Trademark listed on Schedule A or Schedule B, respectively;

(ii) all income, royalties, and damages hereafter due or payable with respect to any Patent and Trademark, including, without limitation, each Material Trademark listed on Schedule B; and

(iii) all claims by the Grantor against third parties for (a) income, royalties, and damages hereafter due or payable with respect to any Trademark, and (b) past, present or future infringement of any Patent or Trademark.

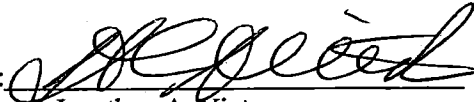
The rights and remedies of the Administrative Agent with respect to the security interest described herein are set forth in the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract.

[Signature Pages Follow]

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

ENESCO, LLC,
a Delaware limited liability company,
as Grantor

By: 
Name: Jonathan A. Victor
Title: Vice President

[SIGNATURE PAGE TO A&R INTELLECTUAL PROPERTY SECURITY AGREEMENT]

TRADEMARK
REEL: 005680 FRAME: 0823

Agreed and Accepted as of the date first set forth above.

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: Kelley O'Malley
Name: Kelley O'Malley
Title: Authorized Officer

[Signature Page to A&R Intellectual Property Security Agreement]

TRADEMARK
REEL: 005680 FRAME: 0824




Schedule A
to
Amended and Restated
Intellectual Property Security Agreement


MATERIAL PATENTS

<u>NAME OF GRANTOR</u>	<u>PATENT DESCRIPTION</u>	<u>PATENT NUMBER</u>	<u>ISSUE DATE</u>
Enesco LLC	Child's Blanket	D474,060	5/6/2003
Enesco LLC	School Bus Display Unit	D602,710	10/27/2009
Enesco LLC	Toy With Multiple Positions	D658,241	4/24/2012

Schedule B
to
Amended and Restated
Intellectual Property Security Agreement

MATERIAL TRADEMARKS

Name of Grantor	Trademark	Registration Number	Registration Date
Enesco, LLC	56	2,491,303	9/18/2001
Enesco, LLC		2,488,659	9/11/2001
Enesco, LLC	A BREED APART	3,837,065	8/24/2010
Enesco, LLC		2,479,541	8/21/2001
Enesco, LLC	BABYGUND	1,743,975	12/29/1992
Enesco, LLC	CHERISHED TEDDIES	1,846,853	7/26/1994
Enesco, LLC	CHERISHED TEDDIES	1,846,683	7/26/1994
Enesco, LLC	CHERISHED TEDDIES	1,756,896	3/9/1991
Enesco, LLC	CHERISHED TEDDIES	2,395,261	10/17/2000
Enesco, LLC	CHRISTMAS IN THE CITY	1,685,357	5/5/1992
Enesco, LLC	CIRCLE OF LOVE	3,892,518	12/21/2010
Enesco, LLC	COMFY COZY	2,750,085	8/12/2003
Enesco, LLC	DEPARTMENT 56	2,094,027	9/9/1997
Enesco, LLC	DEPARTMENT 	2,912,803	12/21/2004
Enesco, LLC	DICKENS VILLAGE SERIES	1,911,439	8/15/1995

Enesco, LLC		3,858,410	10/5/2010
Enesco, LLC	ENESCO	1,333,278	4/30/1985
Enesco, LLC	ENESCO	1,335,414	5/14/1985
Enesco, LLC	ENESCO	1,336,916	5/21/1985
Enesco, LLC	ENESCO	1,390,930	4/22/1986
Enesco, LLC	ENESCO	1,329,471	4/9/1985
Enesco, LLC	ENESCO	1,330,918	4/16/1985
Enesco, LLC	FLOURISH	4,570,888	7/22/2014
Enesco, LLC	FOUNDATIONS	2,838,698	5/4/2004
Enesco, LLC	GLOBAL & VINE	4,400,915	9/10/2013
Enesco, LLC	GOOBER	3,320,963	10/23/2007
Enesco, LLC	GOTTA GETTA GUND	1,232,054	3/22/1983
Enesco, LLC	GUND	1,545,472	6/27/1989
Enesco, LLC	LEGACY OF LOVE	3,876,244	11/16/2010
Enesco, LLC	NEW ENGLAD VILLAGE	1,736,644	12/1/1992
Enesco, LLC	OUR NAME IS MUD	4,285,336	2/5/2013
Enesco, LLC	POSSIBLE DREAMS	1,670,284	12/31/1991
Enesco, LLC	POSSIBLE DREAMS	1,680,411	3/24/1992
Enesco, LLC	REALLY GREAT NEWS	4,574,522	7/29/2014
Enesco, LLC	<i>Snow Village</i>	1,792,650	9/14/1993
Enesco, LLC	SNOWBABIES	2,837,678	5/4/2004
Enesco, LLC	SNOWBABIES	3,996,329	7/19/2011
Enesco, LLC	SNOWBUNNIES	2,132,895	1/27/1998
Enesco, LLC	<i>Snowbunnies</i>	2,185,150	8/25/1998
Enesco, LLC	SNOWPINIONS	4,612,396	9/30/2014
Enesco, LLC	SNUFFLES	1,507,361	10/4/1988
Enesco, LLC	THE WORLD'S MOST HUGGABLE...SINCE1898	2,845,961	5/25/2004
Enesco, LLC	TINKLE, CRINKLE, RATTLE & SQUEAK	1,696,247	6/23/1992



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PTO-1594 (Rev. 11/15)
OMB No. 0651-0027 (Exp. 04/30/2018)

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SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Reg. No. in the assignment schedule from 4,258,336 to 4,285,336 previously recorded on Reel 005663 Frame 0516. Assignor(s) hereby confirms the Amended and Restated Intellectual Property Security Agreement.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
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RECEIVING PARTY DATA			
Name:	JP Morgan Chase Bank, N.A.		
Street Address:	10 South Dearborn		
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State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			

Property Type	Number	Word Mark
Registration Number:	4285336	OUR NAME IS MUD

CORRESPONDENCE DATA	
Fax Number:	3125585600
Phone:	312 558-6352
Email:	mfoy@winston.com
<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>	
Correspondent Name:	Michelle Foy, Winston & Strawn LLP
Address Line 1:	35 West Wacker Drive
Address Line 2:	Suite 4200
Address Line 4:	Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Michelle Foy
Signature:	/Michelle Foy/
Date:	11/19/2015

Total Attachments: 12 source=Enesco Notice of Recordal#page1.tif source=Enesco Notice of Recordal#page2.tif source=Enesco Notice of Recordal#page3.tif source=Enesco Notice of Recordal#page4.tif source=Enesco Notice of Recordal#page5.tif source=Enesco Corrected Amended and Restated IP Agreement#page1.tif source=Enesco Corrected Amended and Restated IP Agreement#page2.tif source=Enesco Corrected Amended and Restated IP Agreement#page3.tif source=Enesco Corrected Amended and Restated IP Agreement#page4.tif source=Enesco Corrected Amended and Restated IP Agreement#page5.tif source=Enesco Corrected Amended and Restated IP Agreement#page6.tif source=Enesco Corrected Amended and Restated IP Agreement#page7.tif

Fee calculated, according to the USPTO fee table				
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Total				\$40.00

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