

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM528375

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of First Lien Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association		06/19/2019	Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Spencer Gifts LLC
Street Address:	6826 Black Horse Pike
City:	Egg Harbor Township
State/Country:	NEW JERSEY
Postal Code:	08234
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 80

Property Type	Number	Word Mark
Serial Number:	85948969	AROUZ'D
Serial Number:	77712261	
Serial Number:	85219755	BLACK LABEL
Serial Number:	76130831	BODY RAGE
Serial Number:	76167809	BODY RAGE
Serial Number:	85067762	BODYRAGE
Serial Number:	77692898	BODYRAGE
Serial Number:	77692996	BODY RAGE
Serial Number:	85693429	BODY RAGE
Serial Number:	86244150	BODY RAGE ORGANICS
Serial Number:	77623774	BOOBIES MAKE ME SMILE
Serial Number:	85228816	BOOBIES MAKE ME SMILE
Serial Number:	77546101	BOOBIES MAKE ME SMILE FOUNDATION
Serial Number:	85837209	BUGLE STROBE
Serial Number:	77581092	BULLET BEAUTY
Serial Number:	77377375	EXTREME PASSION
Serial Number:	77576913	FINGER PASSION
Serial Number:	75152264	FORBIDDEN PLEASURES
Serial Number:	77102624	FREE AT LAST! DIVORCE PARTY

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	75773918	HALLOWEEN HEADQUARTERS
Serial Number:	74522449	HOLLYWOOD ILLUSIONS
Serial Number:	77366648	HOTT LOVE
Serial Number:	77588069	HOTT LOVE
Serial Number:	85198688	HOTT LOVE EXTREME
Serial Number:	85201761	HOTT LOVE EXTREME
Serial Number:	77841566	IT'S OKAY TO PLAY!
Serial Number:	77841617	"IT'S OKAY TO PLAY!"
Serial Number:	85066029	JET LASER
Serial Number:	85648245	LASER WAVE
Serial Number:	85828135	LAWN SCARES
Serial Number:	75272499	LUMASERIES
Serial Number:	78811045	ORIGINAL PRANKSTERS
Serial Number:	77366638	PETITE PASSION
Serial Number:	85413673	PIERCED NATION
Serial Number:	77871384	PIN THE JUNK ON THE HUNK
Serial Number:	85249357	PLEASURE BOUND
Serial Number:	85739703	PLEASURE BOUND
Serial Number:	85693426	POWER WAND
Serial Number:	85380003	SECRET SENSATIONS
Serial Number:	77577758	SEX-OLOGY
Serial Number:	77366628	SEX-OLOGY
Serial Number:	77552879	SEXY BITCH
Serial Number:	77518334	SEXY BITCH
Serial Number:	77425026	SEXY BITCH
Serial Number:	77426196	SMART ASS CLASSIC
Serial Number:	85887449	SMART ASS CLASSIC
Serial Number:	72276293	SPENCER GIFTS
Serial Number:	76564495	SPENCER'S
Serial Number:	77243137	SPENCER'S
Serial Number:	76564494	SPENCER'S
Serial Number:	85236708	SPENCER'S
Serial Number:	85304804	SPENCER'S
Serial Number:	86110813	SPENCER'S OUTLET
Serial Number:	75776163	SPIRIT
Serial Number:	85462479	SPIRIT
Serial Number:	75776555	SPIRIT
Serial Number:	85041202	SPIRIT FOR SCHOOLS

Property Type	Number	Word Mark
Serial Number:	85041628	SPIRIT FOR SCHOOLS
Serial Number:	77504438	SPIRIT GALLERY
Serial Number:	77503183	SPIRIT GALLERY
Serial Number:	77242184	SPIRIT HALLOWEEN
Serial Number:	77413198	SPIRIT HALLOWEEN GALLERY
Serial Number:	75776245	SPIRIT HALLOWEEN SUPERSTORES
Serial Number:	85601332	SPIRIT NYC
Serial Number:	77885292	SPIRIT OF CHILDREN
Serial Number:	77629734	STROBE PLUS
Serial Number:	85549090	SUPER SKINS
Serial Number:	85172119	SWEET LICKS
Serial Number:	85172122	SWEET RUBS
Serial Number:	77757332	TOYZAM!
Serial Number:	77768912	TOYZAM!
Serial Number:	86261446	TURNUP
Serial Number:	76295365	WORLD'S HALLOWEEN HEADQUARTERS
Serial Number:	85770088	YOU'RE THE PROP!
Serial Number:	77950884	ZOMBIE BABIES
Serial Number:	86521625	BLACK FOG
Serial Number:	86330050	WATER SHOW SPEAKERS
Serial Number:	86394569	SO MUCH FUN IT'S SCARY!
Serial Number:	86351957	PASSION WAND
Registration Number:	3767409	FRIGHT SQUAD

CORRESPONDENCE DATA

Fax Number: 8009144240

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.

Phone: 800-713-0755

Email: Michael.Violet@wolterskluwer.com, ECarrera@cahill.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Elaine Carrera

SIGNATURE: /Elaine Carrera/

DATE SIGNED: 06/19/2019

Total Attachments: 17

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RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

This RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this “Release”), dated as of June 19, 2019 (the “Effective Date”), is made by Wells Fargo Bank, National Association in its capacity as Agent (the “Agent”), in favor of the grantor party identified in Schedule I hereto (the “Grantor” and collectively, the “Grantors”).

WHEREAS, pursuant to that certain Security Agreement, dated as of July 16, 2014, by and among the Agent, the Grantor and certain other parties thereto (as amended, amended and restated, or otherwise modified from time to time, the “Security Agreement”), the Grantor granted to the Agent, in its capacity as Agent, a security interest in and to certain collateral;

WHEREAS, pursuant to the Security Agreement, the relevant Grantor(s) executed and delivered an Intellectual Property Security Agreement, dated as of July 16, 2014, and an Intellectual Property Security Agreement Supplement, dated as of June 29, 2015 (collectively, the “Intellectual Property Security Agreements”), for recordal with the United States Patent and Trademark Office and United States Copyright Office;

WHEREAS, the Intellectual Property Security Agreements were recorded with the United States Patent and Trademark Office’s trademark division on July 21, 2014 at Reel/Frame 5326/0471 and June 30, 2015, at Reel/Frame 5565/0342 and the patent division on July 21, 2014 at Reel/Frame 033352/0847 and recorded with the United States Copyright Office on July 23, 2014 at Volume/Document 9913/305;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreement or the Intellectual Property Security Agreement, as applicable.

2. Release. The Agent, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to the IP Collateral, including the copyright registrations and applications set forth in Exhibit A attached hereto and the trademark registrations and applications set forth in Exhibit B attached hereto, and the patents and patent applications set forth in Exhibit C attached hereto, arising under the Security Agreement and the Intellectual Property Security Agreement. If and to the extent that the Agent has acquired any right, title or interest in and to the IP Collateral under the Intellectual Property Security Agreement, the Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such present right, title or interest to the applicable Grantor.

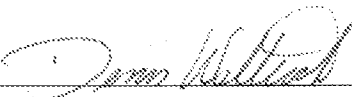
3. Termination. The Agent, without representation or warranty of any kind, terminates and cancels the Intellectual Property Security Agreement.

4. Further Assurances. The Agent agrees to take all further actions, and provide to each Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor, at the Grantor’s sole cost and expense, to more fully and effectively effectuate the purposes of this Release.

5. Governing Law. This Release shall be governed exclusively under the laws of New York, without regard to conflicts of law or choice of law principles.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

WELLS FARGO BANK, NATIONAL
ASSOCIATION, acting in its capacity as
Agent for the Lenders

By:  _____

Name: Denis Waltrich
Title: Director

[Signature Page to IP Security Release]

TRADEMARK
REEL: 006673 FRAME: 0339

SCHEDULE I

Grantors

Spencer Gifts LLC, a Delaware limited liability company

Spirit Halloween Superstores LLC, a Delaware limited liability company

EXHIBIT A

List of Copyrights and Copyright Licenses

Copyright Registrations and Applications

Title of Work	Author	Serial No.	Registration No.	Registration Date
Screaming Figure	Spencer Gifts LLC	NA	VA-1-273-648	6/18/2004
Polar Bear	Spencer Gifts	NA	VA-51-412	2/14/1980
Baseball Dog	Spencer Gifts	NA	VA-51-413	2/14/1980

Copyright Licenses

None.

EXHIBIT BList of Patents and Patent Licenses**Patents and Patent Applications**

Title	Owner	Country	Serial No.	Patent No.	Date of Filing	Date of Issuance
Artificial Novelty Head	Spencer Gifts LLC	United States	29275856	D580,298S	1/8/2007	11/11/2008
Artificial Novelty Head	Spencer Gifts LLC	United States	29/216,394	D564,399	11/2/2004	3/18/2008
Artificial Partial Novelty Corpse	Spencer Gifts LLC	United States	29/216,395	D568206	11/2/2004	5/6/2008
Combined Helmet and Drink Holder	Spencer Gifts LLC	United States	29118395	D448,527 S	2/8/2000	9/25/2001
Disco Tower	Spencer Gifts LLC	United States	29162879	D475156 S	6/20/2002	5/27/2003
Lamp	Spencer Gifts LLC	United States	29/128280	D443384 S	8/21/2000	6/5/2001
Lamp	Spencer Gifts LLC	United States	29/133847	D450,151 S	12/8/2000	11/6/2001
Lamp	Spencer Gifts LLC	United States	29/118874	D438666 S	2/18/2000	3/6/2001
Lamp	Spencer Gifts LLC	United States	29186769	D496,125 S	7/21/2003	9/14/2004
Lamp	Spencer Gifts LLC	United States	29/212,532	D509,316 S	9/2/2004	9/6/2005
Novelty Lamp	Spencer Gifts, Inc.	Canada	2234479	2234479	4/9/1998	6/25/2002
Novelty Lamp	Spencer Gifts LLC	United States	713916	5778576	9/13/1996	7/14/1998

Patent Licenses

None.

EXHIBIT C


List of Trademarks and Trademark Licenses

Trademark Registrations and Applications

Trademark	Country	Owner	Serial No.	Registration No.	Registration Date
AROZ'D	United States	Spencer Gifts	85948969		
Beer Pong Logo	United States	Spencer Gifts	77712261	3865286	10/19/2010
Black Label	United States	Spencer Gifts	85219755	4018793	8/30/2011
Body Rage	United States	Spencer Gifts	76130831	2716217	5/13/2003
Body Rage	United States	Spencer Gifts	76167809	2600486	7/30/2002
Body Rage	United States	Spencer Gifts	85067762	3949325	4/19/2011
Body Rage	United States	Spencer Gifts	77692898	3750661	2/16/2010
Body Rage	United States	Spencer Gifts	77692996	3692073	10/6/2009
BODY RAGE	United States	Spencer Gifts LLC	85693429	4444795	12/03/2013
Body Rage Organics	United States	Spencer Gifts	86244150		
Boobies Make Me Smile	United States	Spencer Gifts	77623774	3681402	9/8/2009
Boobies Make Me Smile	United States	Spencer Gifts	85228816	4015765	8/23/2011
Boobies Make Me Smile Foundation	United States	Spencer Gifts	77546101	3778914	4/20/2010
Bugle Strobe	United States	Spencer Gifts	85837209		
Bullet Beauty	United States	Spencer Gifts	77581092	3674332	8/25/2009
Dapy	Canada	Spencer Gifts	827284	514986	8/24/1999
Extreme Passion	United States	Spencer Gifts	77377375	3525569	10/28/2008
Finger Passion	United States	Spencer Gifts	77576913	3703169	10/27/2009
Forbidden Pleasures	United States	Spencer Gifts	75152264	2081567	7/22/1997
Free at Last! Divorce Party	United States	Spencer Gifts	77102624	3528194	11/4/2008

Trademark	Country	Owner	Serial No.	Registration No.	Registration Date
Fright Squad	Canada	Spencer Gifts	1456827		
Fright Squad	United States	Spencer Gifts	77726455	3767409	3/30/2010
Halloween Headquarters	Canada	Spencer Gifts	1456824	786899	1/11/2011
Halloween Headquarters	United States	Spencer Gifts	75773918	2547947	3/12/2002
Hidden Illusions	Canada	Spencer Gifts	1136927	TMA608,028	4/20/2004
Hollywood Illusions and Design	United States	Spencer Gifts	74522449	2000248	9/10/1996
Hott Love	United States	Spencer Gifts	77366648	3517991	10/14/2008
Hott Love	United States	Spencer Gifts	77588069	3615959	5/5/2009
Hott Love Extreme	United States	Spencer Gifts	85198688	4122689	4/3/2012
Hott Love Extreme	United States	Spencer Gifts	85201761	3993906	7/12/2011
It's Okay To Play!	United States	Spencer Gifts	77841566	3767436	3/30/2010
"It's Okay To Play!" Logo	United States	Spencer Gifts	77841617	3767437	3/30/2010
Jet Laser	United States	Spencer Gifts	85066029	3982638	6/21/2011
LASER WAVE	United States	Spencer Gifts LLC	85648245	4336248	05/14/2013
Lawn Scares	United States	Spencer Gifts	85/828,135		
Lumaseries	Canada	Spencer Gifts	846476	514142	8/9/1999
Lumaseries	United States	Spencer Gifts	75272499	2227195	3/2/1999
Original Pranksters	United States	Spencer Gifts	78811045	3378579	2/5/2008
Petite Passion	United States	Spencer Gifts	77366638	3599741	3/31/2009
PIERCED NATION	United States	Spencer Gifts LLC	85413673	4147950	05/22/2012
Pin the Junk on the Hunk	United States	Spencer Gifts	77871384	3817235	7/13/2010
Pleasure Bound	United States	Spencer Gifts	85249357	4064781	11/29/2011
PLEASURE BOUND	United States	Spencer	85739703		

Trademark	Country	Owner	Serial No.	Registration No.	Registration Date
		Gifts LLC			
POWER WAND	United States	Spencer Gifts LLC	85693426	4333116	05/07/2013
SECRET SENSATIONS	United States	Spencer Gifts LLC	85380003	4234943	10/30/2012
Sexology	United States	Spencer Gifts	77577758	3691480	10/6/2009
Sex-ology	United States	Spencer Gifts	77366628	3731979	12/29/2009
Sexy Bitch	United States	Spencer Gifts	77552879	3624564	5/19/2009
Sexy Bitch	United States	Spencer Gifts	77518334	3652447	7/7/2009
Sexy Bitch	United States	Spencer Gifts	77425026	3632667	6/2/2009
Smart Ass Classic	United States	Spencer Gifts	77426196	3560069	1/13/2009
SMART ASS CLASSIC	United States	Spencer Gifts LLC	85887449	4509377	04/08/2014
Spencer Gifts	Canada	Spencer Gifts	338654	182764	4/10/1987
Spencer Gifts	European CTM	Spencer Gifts		000994251	11/17/1998
Spencer Gifts	United States	Spencer Gifts	72276293	857651	9/24/1968
Spencer Gifts and Leaf Design	Canada	Spencer Gifts	1096168	TMA590,978	9/29/2003
Spencer's	Canada	Spencer Gifts	1455761	TMA801095	6/29/2011
Spencer's	United States	Spencer Gifts	76/564,495	3121185	7/25/2006
Spencer's	United States	Spencer Gifts	77243137	3405103	4/1/2008
Spencer's	United States	Spencer Gifts	76/564,494	3002385	9/27/2005
Spencer's	United States	Spencer Gifts	85236708	4284595	2/5/2013
SPENCER'S	United States	Spencer Gifts LLC	85304804	4181800	07/31/2012
Spencer's	WIPO-New Zealand	Spencer Gifts		1 201469	3/14/2014
Spencer's Outlet	Canada	Spencer	1651454		

Trademark	Country	Owner	Serial No.	Registration No.	Registration Date
		Gifts			
Spencer's Outlet	United States	Spencer Gifts	86110813		
Spirit	Canada	Spencer Gifts	1456822	786500	1/5/2011
Spirit	United Kingdom	Spencer Gifts	2604403	2605503	3/9/2012
Spirit	United States	Spencer Gifts	75776163	2341574	4/11/2000
Spirit	WIPO-New Zealand	Spencer Gifts		1 202 372	3/14/2014
SPIRIT & Design 	United States	Spencer Gifts LLC	85462479	4185515	08/07/2012
Spirit and Design	United States	Spencer Gifts	75776555	2341576	4/11/2000
Spirit for Schools	United States	Spencer Gifts	85041202	3861127	10/12/2010
Spirit for Schools & Design	United States	Spencer Gifts	85041628	4060907	11/22/2011
Spirit Gallery	United States	Spencer Gifts	77504438	3652413	7/7/2009
Spirit Gallery and Design	United States	Spencer Gifts	77503183	3655716	7/14/2009
Spirit Halloween	Canada	Spencer Gifts	1398387	753249	11/18/2009
Spirit Halloween	United Kingdom	Spencer Gifts	2604407	2604407	3/9/2012
Spirit Halloween	United States	Spencer Gifts	77242184	3405068	4/1/2008
Spirit Halloween	WIPO-New Zealand			1 201 058	3/14/2014
Spirit Halloween Gallery	Canada	Spencer Gifts	1456826	836861	11/22/2012
Spirit Halloween Gallery	United States	Spencer Gifts	77413198	3729152	12/22/2009
Spirit Halloween Superstores	Canada	Spencer Gifts	1456823	786499	1/5/2011
Spirit Halloween Superstores	United Kingdom	Spencer Gifts	2604409	2604409	3/9/2012
Spirit Halloween Superstores	United States	Spencer Gifts	75776245	2353856	5/30/2000

Trademark	Country	Owner	Serial No.	Registration No.	Registration Date
SPIRIT NYC	United States	Spencer Gifts LLC	85601332	4280816	01/22/2013
Spirit of Children	United States	Spencer Gifts	77885292	3818070	7/13/2010
Strobe Plus	United States	Spencer Gifts	77629734	3714331	11/24/2009
SUPER SKINS	United States	Spencer Gifts LLC	85549090	4369510	07/16/2013
Sweet Licks	United States	Spencer Gifts	85172119	4076106	12/27/2011
Sweet Rubs	United States	Spencer Gifts	85172122	3989357	7/5/2011
This Ain't No Library Card	Canada	Spencer Gifts	850795	516180	9/13/1999
Toyzam!	Canada	Spencer Gifts	1456828	836838	11/21/2012
ToyZam!	United States	Spencer Gifts	77757332	3800941	6/8/2010
ToyZam! and Design	United States	Spencer Gifts	77768912	3797408	6/1/2010
Turnup	United States	Spencer Gifts	86261446		
World's Halloween Headquarters	Canada	Spencer Gifts	1118957	614,153	7/6/2004
World's Halloween Headquarters	United States	Spencer Gifts	76295365	2776366	10/21/2003
World's Halloween Headquarters and Design	Canada	Spencer Gifts	1117001	614,347	7/8/2004
You're the Prop!	United States	Spencer Gifts	85770088		
Zombie Babies	United States	Spencer Gifts	77950884	3903014	1/11/2011
BLACK FOG	United States	Spencer Gifts	86521625		
WATER SHOW SPEAKERS	United States	Spencer Gifts	86330050	4757790	06/16/2015
SO MUCH FUN IT'S SCARY	United States	Spencer Gifts	86394569	4692612	02/24/2015
PASSION WAND	86351957	Spencer Gifts	86351957		

Trademark Licenses

None

Internet Domain Names

Domain Name
aboutspencergifts.com
boobiesmakemesmile.xxx
boobiesmakemesmilefoundation.xxx
boomms.com
boomms.net
boomms.org
boycottspencergifts.com
boycottspencers.com
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spencergiftsblows.com
spencergiftscollectibles.com
spencergiftshalloween.com
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spencergiftssucks.com
spencergiftssux.com
spencergiftsunderground.com
spencerhalloween.com
spencerkidshalloween.com
spenceronline.com
spenceroutlet.com
spenceroutlet.net
spenceroutlet.org
spencers.xxx
spencersafterdark.com
spencersbites.com
spencerscollectiblesite.com
spencersgiftoutlet.com
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spencersgiftsoutlet.org
spencershalloween.com
spencershalloweencostumes.com
spencershalloweendecorations.com
spencershalloweenkidscostumes.com
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spencerskidshalloween.com
spencerskidshalloweencostumes.com
spenceronline.ca

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spencersoutlet.net
spencersoutlet.org
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spencerssucks.com
spencersunderground.com
spencieboy.com
spensors.com
spirit-christmas.com
spirit-christmas.net
spirit-costume.com
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spirithalloween.us
spirithalloween.xxx
spirithalloweencustomes.com
spirithalloweendecorations.com
spirithalloweengallery.com
spirithalloweengallery.net

Domain Name
spirithalloweengallery.org
spirithalloweengallery.xxx
spirithalloweenkidscostumes.com
spirithalloweennewyorkcity.com
spirithalloweennewyorkcity.net
spirithalloweennewyorkcity.org
spirithalloweennyc.com
spirithalloweennyc.net
spirithalloweennyc.org
spirithalloweenonline.ca
spirithalloweenonline.co.uk
spirithalloweenonline.com
spirithalloweenonline.net
spirithalloweenonline.org
spirithalloweenstore.com
spirithalloweenstore.net
spirithalloweenstoreandcostumes.com
spirithalloweensuperstores.ca
spirithalloweensuperstores.co.uk
spirithalloweensuperstores.com
spirithalloweensuperstores.net
spirithalloweensuperstores.org
spirithalloweensuperstores.xxx
spiritholiday.net
spiritnewyorkcity.com
spiritnewyorkcity.net
spiritnewyorkcity.org
spiritnyc.net
spiritnyc.org
spiritofchildren.com
spiritofchildren.net
spiritofchildren.org
spiritofchildren.org.uk
spiritofchildren.xxx
spiritonline.ca
spiritzombiebabies.com
spiritzombiebabies.net
spiritzombiebabies.org
toyzam.ca
toyzam.com
toyzam.net
toyzam.org
toyzam.xxx
toyzamerica.com
toyzamerica.net
toyzamerica.org

Domain Name
<u>worldshalloweenheadquarters.ca</u>
<u>worldshalloweenheadquarters.com</u>
<u>worldshalloweenheadquarters.net</u>
<u>worldshalloweenheadquarters.org</u>
<u>worldshalloweenheadquarters.xxx</u>
<u>zombiebabies.co.uk</u>
<u>zombiebabies.net</u>
<u>zombiebabies.org</u>