

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nostalgia Products Group LLC		01/30/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	JPMorgan Chase Bank, N.A.
Street Address:	111 East Wisconsin Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	76567019	FLAV-O-VIEW
Serial Number:	76485294	NOSTALGIA ELECTRICS
Serial Number:	76458810	PRODUCTS PLUS
Serial Number:	76323952	OLD FASHIONED MOVIE TIME POPCORN MAKER
Serial Number:	74115667	PRODUCTS PLUS

**CORRESPONDENCE DATA**

Fax Number: (414)223-5000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414-273-2100  
 Email: splagemann@whdlaw.com  
 Correspondent Name: Whyte Hirschboeck Dudek S.C.  
 Address Line 1: 555 E Wells St, Ste 1900  
 Address Line 2: Attn: Suzanne Plagemann  
 Address Line 4: Milwaukee, WISCONSIN 53202-3819

CH \$140.00 76567019

ATTORNEY DOCKET NUMBER:	334-228 NOSTALGIA SEC INT
NAME OF SUBMITTER:	Suzanne Plagemann
Signature:	/Suzanne Plagemann/
Date:	04/01/2009
Total Attachments: 4 source=MGC Security Agreement#page1.tif source=MGC Security Agreement#page2.tif source=MGC Security Agreement#page3.tif source=MGC Security Agreement#page4.tif	

## NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is made by and between Nostalgia Products Group LLC, a Delaware limited liability company ("Nostalgia"), and JPMorgan Chase Bank, N.A., in its capacity as administrative agent (the "Administrative Agent") under the Credit Agreement (defined herein).

The parties acknowledge the following:

A. Nostalgia, Englewood Marketing Group, Inc., a Delaware corporation, EMG West, Inc., a Delaware corporation (collectively, the "Borrowers"), the Administrative Agent and the lender parties thereto (the "Lenders") have entered into that certain Credit Agreement dated as of January 30, 2009 (as amended, modified, supplemented or restated from time to time, the "Credit Agreement");

B. Nostalgia has adopted, used and is using its trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are registered with or pending before the United States Patent and Trademark Office;

C. Nostalgia has granted to the Administrative Agent, for itself and on behalf and for the ratable benefit of Lenders, a security interest in the Trademarks and the goodwill of Nostalgia's business connected with and symbolized by the Trademarks on the terms and conditions set forth in the Pledge and Security Agreement dated as of January 30, 2009 executed by the Borrowers in favor of Agent (as amended, modified, supplemented or restated from time to time, the "Security Agreement");

D. Pursuant to the Security Agreement, Nostalgia and the other Borrowers have granted to the Administrative Agent, for itself and on behalf and for the ratable benefit of Lenders, a security interest in and to all of the trademarks, service marks, applications therefore and associated goodwill therein, now owned or from time to time after the date hereof owned or acquired by any or all of the Borrowers, including, without limitation, the Trademarks, and in and to all proceeds and benefits thereof;

E. There are no liens or security interests on the Trademarks other than the interests of the Administrative Agent and those disclosed in the Security Agreement; and

F. Capitalized terms not defined herein shall have their meaning as set forth in the Security Agreement.

[Signature Page Follows]

Dated as of January 30, 2009.

**NOSTALGIA PRODUCTS GROUP LLC**

By:   
Peter Scott, Manager

**JPMORGAN CHASE BANK, N.A.**

By: \_\_\_\_\_  
Michael A. Hintz, Vice President

*[Signature Page to Notice of Security Interest in Trademarks]*

Dated as of January 30, 2009.

**NOSTALGIA PRODUCTS GROUP LLC**

By: \_\_\_\_\_  
Peter Scott, Manager

**JPMORGAN CHASE BANK, N.A.**

By: Michael A. Hintz  
Michael A. Hintz, Vice President

*[Signature Page to Notice of Security Interest in Trademarks]*

Exhibit A

Nostalgia Products Group, LLC's Marks	Reg. No./Serial No.
FLAV-O-VIEW	76567019/2985955
NOSTALGIA ELECTRONICS	76485294/2816521
PRODUCTS PLUS	76458810/2867483
OLD FASHION MOVIE TIME POPCORN MAKER	76323952/2748307
PRODUCTS PLUS	74115667/1825667