

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
Fleet Retail Group, LLC	FORMERLY Fleet Retail Finance Inc.	07/28/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	1388630	A 2 Z THE BEST OF EVERYTHING
Registration Number:	2288829	AURORA
Registration Number:	2585092	CINEMA SCREAMS
Registration Number:	2572359	DAISY
Registration Number:	1689438	DAPY
Registration Number:	2583531	DAPY
Registration Number:	2081567	FORBIDDEN PLEASURES
Registration Number:	2123409	FRIGHT STUFF
Registration Number:	1518073	FRIGHT STUFF
Registration Number:	2120642	GLOW
Registration Number:	2204299	
Registration Number:	2100325	GLOW
Registration Number:	1415365	GOLD-PLUS

CH \$1140.00 1388630

Registration Number:	2547947	HALLOWEEN HEADQUARTERS
Registration Number:	2000248	HOLLYWOOD ILLUSIONS
Registration Number:	2227195	LUMASERIES
Registration Number:	2694886	MEGAVOLT
Registration Number:	1478090	SG
Registration Number:	2441512	SPARKLES
Registration Number:	857651	SPENCER GIFTS
Registration Number:	832689	SPENCER GIFTS
Registration Number:	2341574	SPIRIT
Registration Number:	2341576	SPIRIT
Registration Number:	2353856	SPIRIT HALLOWEEN SUPERSTORES
Registration Number:	2582885	SPIRIT PARTY & COSTUME
Registration Number:	2281285	STARDUST
Registration Number:	770530	SUNSET HOUSE
Registration Number:	2178191	THE SPENCERSONS
Registration Number:	2174766	THIS AIN'T NO LIBRARY CARD
Registration Number:	2686244	WILD 'N' CRAZY
Registration Number:	2033510	WILD 'N' CRAZY CARD
Serial Number:	75841754	1-877-COSTUME
Serial Number:	76130831	BODY RAGE
Serial Number:	76115471	GLOW
Serial Number:	76319307	GROOVE TUBE
Serial Number:	75853099	HIDDEN ASSETS
Serial Number:	76366310	HIDDEN ILLUSIONS
Serial Number:	76383558	HIDDEN ILLUSIONS
Serial Number:	76307006	NEUTRON
Serial Number:	76364935	SERENGETI CLASSICS
Serial Number:	75841587	SPIRITHALLOWEEN.COM
Serial Number:	76453450	THE DEVIL MADE ME DO IT
Serial Number:	76155386	WILD N' CRAZY
Serial Number:	76295365	WORLD'S HALLOWEEN HEADQUARTERS
Registration Number:	2600486	BODY RAGE

CORRESPONDENCE DATA

Fax Number: (703)415-1557

TRADEMARK
REEL: 003414 FRAME: 0255

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	6100801
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	10/23/2006

Total Attachments: 18

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ASSIGNMENT OF INTELLECTUAL PROPERTY

SECURITY AGREEMENT

ASSIGNMENT made as of the 28th day of July, 2006, by FLEET RETAIL GROUP, LLC (f/k/a Fleet Retail Finance Inc.), a Delaware corporation ("Assignor"), to BANK OF AMERICA, N.A., a national banking association ("Assignee").

WITNESSETH

WHEREAS, Spencer Gifts LLC, a Delaware limited liability company, and Spirit Halloween Superstores LLC, a Delaware limited liability company, entered into an Intellectual Property Security Agreement, dated as of May 30, 2003 (the "Agreement"), with Assignor with respect to certain Copyrights, Copyright Licenses, Patents, Patent Licenses, Trademarks and Trademark Licenses, including, without limitation, the Copyrights, Copyright Licenses, Patents, Patent Licenses, Trademarks and Trademark Licenses set forth and described in Schedule A annexed hereto and made a part hereof (collectively, the "Intellectual Property") (capitalized terms used herein and not defined herein shall have the meanings assigned to such terms in the Agreement);

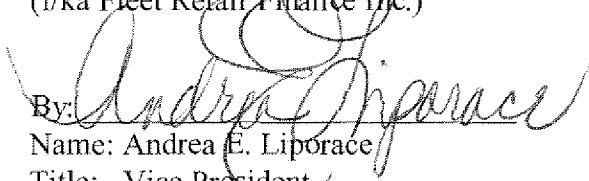
WHEREAS, the Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on August 8, 2003, at Reel 002696 and Frame 0597; and

WHEREAS, Assignor desires to transfer and assign to Assignee all of Assignor's right, title and interest in and to such Agreement and such Intellectual Property;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, transfer, assign, convey and set over to Assignee, its successors, assigns and legal representatives, all of the right, title and interest of Assignor in and to the Agreement and the Intellectual Property. Assignor makes no representation whatsoever as to the current status of the Intellectual Property listed on Schedule A as a "registration" or as an "application", including, without limitation, as to whether such issuances have been withdrawn or invalidated, or otherwise affected, or such applications have been withdrawn, denied, or granted or otherwise affected.

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the date and year first above written.

FLEET RETAIL GROUP, LLC
(f/ka Fleet Retail Finance Inc.)

By: 
Name: Andrea E. Liporace
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS)

) ss.:

COUNTY OF SUFFOLK)

On this 3 day of October, 2006, before me personally appeared Andrea E. Liporace to me known who, being by me duly sworn, did depose and say that she is a Vice President of FLEET RETAIL GROUP, LLC, described herein and which executed the foregoing instrument, and that she signed her name thereto pursuant to the authority granted by FLEET RETAIL GROUP, LLC.



Notary Public

(Affix Seal Below)

SCHEDULE A TO
ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT

973414.1

EXHIBIT A

COPYRIGHTS

NONE

COPYRIGHT LICENSE AGREEMENTS

1. Master Merchandising License Agreement between Universal Studios Licensing LLLP (f/k/a Universal Studios Licensing, Inc.) and Spencer Gifts, Inc. dated March 12, 1997 and certain Schedules attached thereto.
2. Merchandising License Agreement between Spencer Gifts, LLC and Kiss Catalog Ltd. dated August 22, 2002, as amended by Amendment No. 1 to Merchandising Agreement dated December 18, 2002.
3. License Agreement between Spencer Gifts LLC and Giant Merchandising dated September 20, 2002.
4. Merchandise License between Spencer Gifts, Inc., Ultra Muchos, Inc., River City Films, Inc., and New Line Productions, Inc. dated November 15, 1999, as amended by the Merchandise License Amendment Agreement dated November 14, 2001.
5. Merchandise License between Spencer Gifts, Inc., Ultra Muchos, Inc., River City Films, Inc., and New Line Productions, Inc. dated December 2, 1999, as amended by the Merchandise License Amendment Agreement dated November 14, 2001.
6. Licensor Agreement between Spencer Gifts, Inc. and Enteraktion, Inc. dated July 28, 1997, as amended by Amendment to Exhibit A dated July 19, 2000, and as amended by a letter dated May 9, 2001 and approved May 21, 2001.
7. Merchandise License Agreement between Spencer Gifts, Inc. and MTV Networks, a division of Viacom International Inc. dated June 1, 2001, as amended by a letter dated April 30, 2002, and as amended by a letter dated December 27, 2001.
8. Retail License Agreement between Spencer Gifts, Inc. and Warner Bros. Consumer Products, a Division of Time Warner Entertainment Company, L.P., dated September 6, 2002.
9. Licensing Agreement – Domestic between Spencer Gifts, Inc. and Hearst Holdings, Inc., King Features Syndicate Division, dated December 16, 1998, as amended.

10. Licensing Agreement – Domestic between Spencer Gifts, Inc. and Hearst Holdings, Inc., King Features Syndicate Division, dated July 17, 1997, as amended.
11. Merchandising License Agreement between Spencer Gifts LLC and New Line Productions, Inc. dated April 10, 2002.
12. Merchandising License Agreement between Spencer Gifts, Inc. and New Line Productions, Inc. dated November 15, 1999, as amended by Amended Agreement dated November 15, 2001.
13. Merchandising License Agreement between Spencer Gifts LLC and New Line Productions, Inc. dated February 27, 2001.
14. Intellectual Property License Agreement between Spencer Gifts LLC and Bliss House, Inc. dated May 10, 2002.
15. Trademark & Merchandise License Agreement between Spencer Gifts, Inc. and Jack Daniel's Properties, Inc. dated September 1, 2001, as amended by First Amendment to the Trademark & Merchandise License Agreement dated October 1, 2002.
16. License Agreement among the Coca-Cola Company, Coca-Cola Ltd. and Spencer Gifts, Inc. dated January 1, 2002, and amended by letter agreement dated as of April 3, 2003.
17. Merchandising License Agreement between Spencer Gifts LLC and Tom Arma Studio, Inc. dated January 1, 2003.

EXHIBIT B

PATENTS

Spencer intends to apply for intellectual property protection for the trade name, logo, and design of "Molten Motion Wax Lamp."

PATENT LICENSE AGREEMENTS

NONE

EXHIBIT C

TRADEMARKS, SERVICE MARKS AND TRADEMARK LICENSE AGREEMENTS

1. Please see attached list of trademarks under Part I.
2. Please see the attached list of domain names under Part II.
 - Some of the domain names on the attached list are currently registered in the name of Universal Studios, Inc., "DNS Admin," "Domain Administrator," Mike Short, or Eastwind Group and will be assigned to Spencer or one of the Subsidiaries by the applicable registrant prior to the Effective Time in connection with consummation of the transactions contemplated by the Agreement.
 - The designation of "Contact Not Authoritative" under the registrant column for some domain names is a temporary notice in the Register.com who is system as a result of the transfer of the .org TLDs to another registry. Spencer is in the process of confirming that Spencer Gifts LLC is the registrant of these domain names.
 - Spencer or a Subsidiary is not the registrant for all of the domain names, although the status of the transfer of each domain name is noted.
 - Spencer or a Subsidiary does not own the domain name "dapy.com," which is currently registered to the Eastwind Group. Spencer is in the process of contacting the Eastwind Group to discuss transferring the domain name.
3. Please see the attached list of trademark license agreements under Part III.
4. Spencer intends to apply for intellectual property protection for the trade name, logo and design of "Molten Motion Wax Lamp."

PART I – TRADEMARKS

(Please see attached)

Spencer Gifts LLC
Trademarks

Trademark Name	Classes	Country	Status	Serial No.	Reg. Date	Reg. No.	Exp. Date
1-877-Costume	35	United States	Abandoned	75841754			
A2Z The Best of Everything	42	United States	Registered	73513157	4/1/1986	1388630	4/1/2006
Aurora	11	United States	Registered	75516876	10/26/1999	2288829	10/25/2009
Body Rage	014, 035	United States	Registered	76167809	7/30/2002	2600486	7/30/2012
Body Rage	9	United States	Intent to Use	76130831			
Cinema Screams	20	United States	Registered	76276580	6/25/2002	2585092	6/25/2012
Daisy	11	United States	Registered	76191366	5/21/2002	2572359	5/21/2012
Dapy	35	Australia	Registered		11/23/1998	779140	11/23/2008
Dapy		Canada	Registered	827284	8/24/1999	514986	8/24/2014
Dapy	35	New Zealand	Registered		11/30/1998	302032	11/30/2005
Dapy	016, 025, 028	United Kingdom	Registered	2182310	11/17/1998	2182310	11/17/2008
Dapy	35	United Kingdom	Registered	2248914	3/16/2001	2248914	10/16/2010
Dapy	42	United States	Registered	74157140	5/26/1992	1689438	5/26/2012
Dapy and Design	35	United States	Registered	76115076	6/18/2002	2583531	6/18/2012
Forbidden Pleasures	10	United States	Registered	75152284	7/22/1997	2081567	7/22/2007
Fright Stuff	003; 009; 028	United States	Registered	75194584	12/23/1997	2123409	12/23/2007
Fright Stuff and Design	25	United States	Registered	73717876	12/27/1988	1518073	12/27/2008
Glow	35	United Kingdom	Registered	2248911	3/16/2001	2248911	10/16/2010
Glow	35	United States	Registered	75192434	12/9/1997	2120642	12/9/2007
Glow - Exclamation Point Design	042; 028; 016; 011; 009; 026	United States	Registered	75143139	11/17/1998	2204299	11/17/2008
Glow and Design	35	Australia	Registered		11/23/1998	779143	11/23/2008
Glow and Design		Canada	Registered	861964	3/24/1999	509875	3/24/2014
Glow and Design		European CTM	Registered		2/21/2001	994244	11/17/2008
Glow and Design	35	New Zealand	Registered		5/28/1999	302031	11/30/2005
Glow and Design	35	United States	Abandoned	76115471			
Glow and Design	42	United States	Registered	75095451	9/23/1997	2100325	9/23/2007
Glow and Design	42	United States	Registered	73581094	10/28/1986	1415365	10/28/2006
Gold Plus		United States	Registered	76319307			
Groove Tube	11	United States	Pending				
Halloween Headquarters	35	United States	Registered	75773918	3/12/2002	2547947	3/12/2012
Hidden Assels	25	United States	Abandoned	75853099			
Hidden Illusions		Canada	Pending	1136927			
Hidden Illusions	003; 014; 025; 026	United States	Intent to Use	76366310			
Hidden Illusions	003; 014; 016; 018; 020; 021; 025; 026	United States	Pending	76383558			
Hollywood Illusions and Design	025; 026	United States	Registered	74522449	9/10/1996	2000248	9/10/2006
Lumaseries		Canada	Registered	846476	8/9/1999	514142	8/9/2014
Lumaseries	011, 016, 020, 028	United States	Registered	75272499	3/2/1999	2227195	3/2/2009
Megavolt	11	United States	Registered	76308256	3/11/2003	2694886	3/11/2013
Neutron	11	United States	Pending	76307006			
Serengeli Classics	001; 020; 021	United States	Abandoned	76364935			
SG and Design	42	United States	Registered	73667155	2/23/1988	1478090	2/23/2008
Sparkles	004; 021	United States	Registered	75683171	4/3/2001	2441512	4/3/2011
Spencer Gifts		Canada	Registered	338654	4/10/1987	182764	4/28/2017
Spencer Gifts	35	European CTM	Pending	2439701			
Spencer Gifts	016, 025, 028	European CTM	Registered		11/17/1998	994251	11/17/2008
Spencer Gifts	35	ROC (Taiwan)	Pending	90044131			
Spencer Gifts	035	United States	Registered	72276293	9/24/1988	857651	9/24/2008

Spencer Gifts LLC
Trademarks

Trademark Name	Classes	Country	Status	Serial No.	Reg. Date	Reg. No.	Exp. Date
Spencer Gifts	42	United States	Registered	72260623	7/25/1967	832689	7/25/2007
Spencer Gifts and Design	35	Australia	Registered		5/30/2000	837067	5/30/2010
Spencer Gifts and Design	35	Ireland	Registered	220456	12/28/2000	220456	12/27/2010
Spencer Gifts and Leaf Design		Canada	Pending	1096168			
Spencer Gifts Logo	35	New Zealand	Registered		11/30/1998	302033	11/30/2009
Spencer Gifts UK and Design	35	United Kingdom	Registered	2261901	8/24/2001	2261901	2/20/2011
Spirit	35	United States	Registered	75776163	4/11/2000	2341574	4/11/2010
Spirit and Design	35	United States	Registered	75776555	4/11/2000	2341576	4/11/2010
Spirit Halloween Superstores	35	United States	Registered	75776245	5/30/2000	2353856	5/30/2010
Spirit Party & Costume	35	United States	Registered	75773919	6/18/2002	2582885	6/18/2012
Spirithalloween.com	35	United States	Abandoned	75841507			
Stardust	11	United States	Registered	75517100	9/28/1999	2281285	9/28/2009
Sunset House and Design	35	United States	Registered	72167661	5/26/1964	770530	5/26/2004
The Devil Made Me Do It	11; 20; 21; 25; 28.	United States	Intent to Use	76453460			
The Spencersons	35	United States	Registered	75281812	8/4/1998	2178191	8/4/2008
This Ain't No Library Card		Canada	Registered	850795	9/13/1999	516180	9/13/2014
This Ain't No Library Card	35	United States	Registered	75290811	7/21/1998	2174766	7/21/2008
Wild 'N Crazy Card	035; 036	United Kingdom	Registered	2218970	1/7/2000	2218970	1/7/2010
Wild 'N Crazy		Canada	Pending	1102541			
Wild 'N Crazy	35	United Kingdom	Registered	2269905	5/11/2001	2269905	5/11/2011
Wild 'N Crazy	35	United States	Registered	76398176	2/11/2003	2686244	2/11/2013
Wild 'N Crazy Card		Canada	Registered	849711	2/15/1999	508080	2/15/2014
Wild 'N Crazy Card	42	United States	Registered	74723392	1/28/1997	2033510	1/28/2007
Wild 'N Crazy	35	United States	Abandoned	76155386			
World's Halloween Headquarters		Canada	Pending	1118957			
World's Halloween Headquarters	35	United Kingdom	Registered	2282744	7/5/2002	2282744	10/10/2011
World's Halloween Headquarters	35	United States	Pending	76295365			

PART II – DOMAIN NAMES

(Please see attached)

	A	B	C	D	E	F	G	H	I	J
1	Domain Name	Country	Company	Status	Registrant	Registrar	Registration Date	Renewal Date	Transferred/Updated	Notes
2	spencergifts.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Domain Discover	6/19/00	6/19/03	Y	
3	spencergifts.cc	Cocos (Keeling) Islands	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	eNIC for .cc	9/6/01	7/4/03	Y	
4	glowstore.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	5/27/98	5/27/03	Y	
5	spencergift.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	9/14/99	9/14/03	Y	
6	spencergift.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	3/21/01	3/21/03	Y	
7	spencergift.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	3/21/01	3/21/03	Y	
8	spencergifts.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	2/21/95	2/22/03	Y	
9	spencergiftsucks.com	USA	Spencer Gifts	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	5/18/99	5/18/03	Y	
10	spencersgift.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	9/16/99	9/16/03	Y	
11	spencersgift.com	USA	Spencer Gifts	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	9/16/99	9/16/03	Y	
12	spencersgifts.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	1/29/00	1/29/04	Y	
13	spiritihalloween.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	9/8/98	9/8/03	Y	
14	spirit-halloween.com	USA	Spencer Gifts	Registered	Spencer Gifts LLC	Network Solutions Inc. (NSI)	8/15/97	8/16/03	Y	

Universal Studios - Domain Names to be transferred to Spencer Gifts LLC - Status Chart

May 2003

	A	B	C	D	E	F	G	H	I	J
1	Domain Name	Country	Company	Status	Registrant	Registrar	Registration Date	Renewal Date	Xferred / Updated	Notes
	spencergifts.tv	Tuvalu	Spencer Gifts, Inc.	Registered	Mary Parish - Spencer Gifts, Inc.	Register.com	10/10/00	10/10/03	Y	1/28/03 -- After several requests, finally put into Register.Com website acct. Login / password "spencerdomains" / "changeme." 2/2003-- Registrant and admin contact is Mary Parish at Spencer Gifts, Inc. which is outdated. 4/2003--xfer letters to be prepared by both parties. 5/5/03--Per Chris Ross at Reg.Com, xfer ltr not needed. He'll update Reg.Com database which will generate to .TV Whois page. 5/12/03-- Reg.Com is having tech problems and will keep me updated. 5/16/03--D.Perry & C. Ross at Reg.Com sent letter to be prepared on SGI letterhead to update registration. 5/20/03--Anne can't sign on SG letterhead anymore so I sent letter to MTO to forward to SG. SG can submit on their letterhead. 5/21/03 - SG submitted via fax on letterhead.
15										
16	spencergifts.co.uk	United Kingdom	Spencer Gifts	Registered	Spencer Gifts LLC	Register.Com	11/1/99		Y	
17	spencergifts.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	11/19/04	Y	
18	spencergiftsblows.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
19	spencergiftsblows.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
20	spencergiftsonline.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
21	spencergiftsonline.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
22	spencergiftssucks.co.uk	United Kingdom	Spencer Gifts	Registered	Spencer Gifts LLC	Register.com	10/10/00	11/19/04	Y	
23	spencergiftssucks.org.uk	United Kingdom	Spencer Gifts	Registered	Spencer Gifts LLC	Register.com	10/10/00	11/19/04	Y	
24	spencergiftssux.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
25	spencergiftssux.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	

	A	B	C	D	E	F	G	H	I	J
f	Domain Name	Country	Company	Status	Registrant	Registrar	Registration Date	Renewal Date	Expired / Updated	Notes
	spencersgift.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Universal Studios, Inc.	Register.com	10/10/00	11/19/04		11/25/02--In Register.Com website account. Login / password - "spencerdomains" / "changeme." 1/28/03--mailing me documentation from Nominet. Needs to be completed by both parties and mailed back to Register.Com. 5/12/03--Reg.Com didn't send xfer form. Faxed Nominet UK directly for form. Needs to be completed by both parties. 5/22/03--Xfer Form and Letters completed and sent to Nominet.
26	spencersgift.org.uk	United Kingdom	Spencer Gifts	Registered	Spencer Gifts LLC	Register.com	10/10/00	11/19/04	Y	
27	spencersgifts.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
28	spencersgifts.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
29	spenser.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
30	spensergifts.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
31	spensergifts.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	11/19/04	Y	
32	spencers.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	11/19/04	Y	
33	spencers.org.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	11/19/04	Y	
34	spensergifts.co.uk	United Kingdom	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	11/19/04	Y	
35	aboutspencersgifts.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	10/10/03	Y	
36	sgsucks.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
37	spencergifts.biz	USA	Spencer Gifts	Registered	Spencer Gifts LLC	Register.Com	11/19/01	11/18/03	Y	
38	spencergifts.info	USA	Spencer Gifts	Registered	Spencer Gifts LLC	Register.com	9/20/01	9/20/03	Y	
39	spencergifts.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
40	spencergifts.us	USA	Spencer Gifts	Registered	Spencer Gifts LLC	Register.com	5/2/02	5/2/04	Y	
41	spencer-gifts.us	USA	Spencer Gifts	Registered	Spencer Gifts LLC	Register.com	5/2/02	5/2/04	Y	
42	spencergiftsblows.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
43	spencergiftsblows.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
44	spencergiftsblows.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
45										

Unverified Status - Domain Names to be transferred to Spencer Gifts LLC - Status Grant

May 2003

	A	B	C	D	E	F	G	H	I	J
	Domain Name	Country	Company	Status	Registrant	Registrar	Registration Date	Renewal Date	Altered / Updated	Notes
1	spencergiftsonline.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	10/10/03	Y	
46	spencergiftsonline.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	10/10/03	Y	
47	spencergiftsonline.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	10/10/03	Y	
48	spencergiftsucks.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
49	spencergiftsucks.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
50	spencergiftssux.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
51	spencergiftssux.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
52	spencergiftssux.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
53	spencersgift.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
54	spencersgift.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
55	spencersgifts.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
56	spencersgifts.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
57	spensergifts.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
58	spensergifts.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
59	spensers.net	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
60	spensers.org	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
61	spenserz.com	USA	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/12/00	10/10/03	Y	
62	spencergift.ws	Western Samoa	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	3/26/01	3/26/04	Y	
63	spencergifts.ws	Western Samoa	Spencer Gifts, Inc.	Registered	Spencer Gifts LLC	Register.com	10/10/00	1/29/05	Y	
64	dapy.us		Spencer Gifts	Registered	Spencer Gifts LLC	Register.com	10/10/00	10/10/03	Y	
65	spencergift.cc	Cocos (Keeling) Islands	Spencer Gifts, Inc.	Registered	Laura Bay - Univeral Studios	Register.Com and eNIC for .cc	4/6/01	4/6/03		11/15/2002 & 1/14/03-- Register.Com processing. 1/28/03--Not done. Not renewed despite requests. 4/2003 -- Letters on letterhead to be completed by both parties. 5/2/03--Draft Itr to SGI.
66	halloweenintheuk.com	USA	Spencer Gifts	Registered	Mike Short (UK)	Schlund + (Germany)	6/24/02	6/24/03		5/20/03 - Transfer accepted by administrative contact; approval forthcoming.
67	halloweenuk.com	USA	Spencer Gifts	Registered	Mike Short (UK)	Schlund + (Germany)	6/24/02	6/24/03		5/20/03 - Transfer accepted by administrative contact; approval forthcoming.
68										

PART III - TRADEMARK LICENSE AGREEMENTS

1. Master Merchandising License Agreement between Universal Studios Licensing LLLP (f/k/a Universal Studios Licensing, Inc.) and Spencer Gifts, Inc. dated March 12, 1997 and certain Schedules attached thereto.
2. Merchandising License Agreement between Spencer Gifts, LLC and Kiss Catalog Ltd. dated August 22, 2002, as amended by Amendment No. 1 to Merchandising Agreement dated December 18, 2002.
3. License Agreement between Spencer Gifts LLC and Giant Merchandising dated September 20, 2002.
4. Merchandise License between Spencer Gifts, Inc., Ultra Muchos, Inc., River City Films, Inc., and New Line Productions, Inc. dated November 15, 1999, as amended by the Merchandise License Amendment Agreement dated November 14, 2001.
5. Merchandise License between Spencer Gifts, Inc., Ultra Muchos, Inc., River City Films, Inc., and New Line Productions, Inc. dated December 2, 1999, as amended by the Merchandise License Amendment Agreement dated November 14, 2001.
6. Licensor Agreement between Spencer Gifts, Inc. and Enteraktion, Inc. dated July 28, 1997, as amended by Amendment to Exhibit A dated July 19, 2000, and as amended by a letter dated May 9, 2001 and approved May 21, 2001.
7. Merchandise License Agreement between Spencer Gifts, Inc. and MTV Networks, a division of Viacom International Inc. dated June 1, 2001, as amended by a letter dated April 30, 2002, and as amended by a letter dated December 27, 2001.
8. Merchandising License Agreement between Spencer Gifts LLC and Twentieth Century Fox Licensing and Merchandising, a unit of News America Incorporated, dated May 1, 1998, as amended by Amendment No. 1 dated August 12, 1999, Amendment No. 2 dated November 1, 1999, Amendment No. 3, March 19, 2001, and Amendment No. 4 dated October 15, 2002.
9. Retail License Agreement between Spencer Gifts, Inc. and Warner Bros. Consumer Products, a Division of Time Warner Entertainment Company, L.P., dated September 6, 2002.
10. Licensing Agreement – Domestic between Spencer Gifts, Inc. and Hearst Holdings, Inc., King Features Syndicate Division, dated December 16, 1998, as amended.
11. Licensing Agreement – Domestic between Spencer Gifts, Inc. and Hearst Holdings, Inc., King Features Syndicate Division, dated July 17, 1997, as amended.

12. Merchandising License Agreement between Spencer Gifts LLC and New Line Productions, Inc. dated April 10, 2002.
13. Merchandising License Agreement between Spencer Gifts, Inc. and New Line Productions, Inc. dated November 15, 1999, as amended by Amended Agreement dated November 15, 2001.
14. Merchandising License Agreement between Spencer Gifts LLC and New Line Productions, Inc. dated February 27, 2001.
15. Intellectual Property License Agreement between Spencer Gifts LLC and Bliss House, Inc. dated May 10, 2002.
16. Trademark & Merchandise License Agreement between Spencer Gifts, Inc. and Jack Daniel's Properties, Inc. dated September 1, 2001, as amended by First Amendment to the Trademark & Merchandise License Agreement dated October 1, 2002.
17. License Agreement among the Coca-Cola Company, Coca-Cola Ltd. and Spencer Gifts, Inc. dated January 1, 2002, and amended by letter agreement dated as of April 13, 2003.
18. Merchandising License Agreement between Spencer Gifts LLC and Tom Arma Studio, Inc. dated January 1, 2003.
19. License Agreement between Spencer Gifts and Playboy Enterprises International, Inc. dated November 14, 2002.