

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
E K Success Ltd.		08/01/2007	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	UBS AG, Stamford Branch, as Collateral Agent
Street Address:	677 Washington Boulevard
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	a Swiss banking corporation: SWITZERLAND

PROPERTY NUMBERS Total: 128

Property Type	Number	Word Mark
Registration Number:	2832876	3D-DOTS
Registration Number:	2837112	4 TIMES
Registration Number:	2538575	A CHILD'S BEST FIRST MARKER
Registration Number:	2559341	ABC TRACERS
Registration Number:	2476695	ANGEL GIRL
Registration Number:	2972206	ARCHITEXTURE
Registration Number:	1856731	ART WORX
Registration Number:	3178256	A TOUCH OF JOLEE'S
Registration Number:	2828447	BEADORABLES
Registration Number:	2646796	BLADE RUNNER
Registration Number:	2602765	BRUSH20
Registration Number:	2805644	BUTTON UPS
Registration Number:	2803454	CHALKLETS
Registration Number:	2670494	CIRCLE SCISSOR

OP \$3215.00 2832876

Registration Number:	2972221	COLOR BEE
Registration Number:	2434379	COLOR LAYERING SYSTEM
Registration Number:	2474269	COLOR TWIN
Registration Number:	2678894	COLORBRUSH TWIN
Registration Number:	2938710	COLORISER
Registration Number:	2828446	CORNERADORNER
Registration Number:	2586588	CORNERCOPIA
Registration Number:	1553717	CRAYON FACTORY
Registration Number:	2460159	CREATE & CARRY
Registration Number:	2523508	CUT-OFFS
Registration Number:	2744322	CUTTER BEE
Registration Number:	2900277	CUTTERPEDE
Registration Number:	2499839	
Registration Number:	2694430	
Registration Number:	2483317	DEVIL GIRL
Registration Number:	2427583	DISCO GIRL
Registration Number:	2763212	DIVA GIRL
Registration Number:	2560256	DOTTA-RIFFIC
Registration Number:	3009192	DOTTO
Registration Number:	2837084	EKSTREME EDGES
Registration Number:	3002444	EMBOSSIVES
Registration Number:	2618870	EMPRESSOR
Registration Number:	2977900	EMPUNCLAR
Registration Number:	3060760	FABRIC BEE
Registration Number:	3007695	FASTENATER
Registration Number:	2805645	FRESH TAGS
Registration Number:	2501046	FUNKERRIFIC
Registration Number:	2523111	FUNKY GIRLZ
Registration Number:	2420104	GLITTER GIRL
Registration Number:	2451956	HIPPIE GIRL
Registration Number:	2971905	HONEY BEE
Registration Number:	2618950	IMAGE TREE
Registration Number:	1638324	INKWORX
Registration Number:	2967940	INSCRIBLIO
Registration Number:	3013605	INSPIRABLES

Registration Number:	2394359	JEL-POP
Registration Number:	2977071	JOLEE'S
Registration Number:	2583791	JOLEE'S BOUTIQUE
Registration Number:	2897772	JOLEE'S BY YOU
Registration Number:	2714445	KALEIDOPUNCH
Registration Number:	2496272	LETERRIFIC
Registration Number:	2743994	LINK 2 LINK
Registration Number:	2551170	MAD MRX
Registration Number:	2701225	MAKE-A-MAT
Registration Number:	2101969	MAPLE LANE PRESS
Registration Number:	2707603	MEMORY WHEEL
Registration Number:	2567180	MOOVUE
Registration Number:	2919459	MOVERS & SHAKERS
Registration Number:	2897747	NOSTALGIQUES
Registration Number:	2451644	OPEN HOUSE
Registration Number:	2447125	OVER-ALLS
Registration Number:	2716369	PAPER SEEDS
Registration Number:	2397552	PAPER SHAPERS
Registration Number:	2530358	PAPERKINS
Registration Number:	3178353	PEP RALLY
Registration Number:	2449989	PHOTO TWIN
Registration Number:	2805648	PHRASE CAFE
Registration Number:	2669906	PICTURE HOUND
Registration Number:	2456223	PICTURE PEN
Registration Number:	2420077	PLAN-A-PAGE
Registration Number:	2737992	PLUSHKINS
Registration Number:	2541555	POCKET-FULL OF DIE-CUTS
Registration Number:	2750800	POP-A-PART
Registration Number:	2960609	PRECIOUS FINDS
Registration Number:	2461690	PUNCHKINS
Registration Number:	2664075	PUNCHKINS
Registration Number:	3029864	QUEEN BEE
Registration Number:	2541742	READY TO MAKE
Registration Number:	2596343	REALLY BIG STICKERS
Registration Number:	2480892	SCRAP IN A SNAP

Registration Number:	2568433	SCRAPAGANZA
Registration Number:	3117705	SCRAPBOOK DESIGN & YOU
Registration Number:	2733542	SCRAPBOOK DESIGN UNIVERSITY
Registration Number:	2501045	SCRAPERRIFIC
Registration Number:	2594730	SCROLLIES
Registration Number:	2931437	SCUTTO
Registration Number:	2960395	SDU
Registration Number:	2977498	SDU
Registration Number:	2977497	SDU
Registration Number:	2741713	SDU SCRAPBOOK DESIGN UNIVERSITY
Registration Number:	2946556	SDU SCRAPBOOK DESIGN UNIVERSITY
Registration Number:	2960393	SDU SCRAPBOOK DESIGN UNIVERSITY
Registration Number:	2972008	SDU SCRAPBOOK DESIGN UNIVERSITY
Registration Number:	2780480	SDU
Registration Number:	3159504	SELECTIVES
Registration Number:	2843700	SEW WHATS?
Registration Number:	2480626	SIMPLE STEPS
Registration Number:	2458073	STAMP & LITE
Registration Number:	2458074	STAMP & ROLL
Registration Number:	2626395	STAMP-A-MA-JIG
Registration Number:	2618941	STICKER MINIS
Registration Number:	2530769	STICKERKINS
Registration Number:	2929241	STICKERSAURUS
Registration Number:	2431607	STICKO
Registration Number:	2410902	STICKOPOTAMUS
Registration Number:	3018363	STICKO STYLE
Registration Number:	2848977	STUFFED UPS
Registration Number:	2854809	TAG TYPES
Registration Number:	3093648	THEORY TECHNIQUE FOUNDATION SUCCESS
Registration Number:	3042298	THE WRITE STICKERS
Registration Number:	2971700	TILE'S PLAY
Registration Number:	3190143	TITLE WAVES
Registration Number:	2541764	TRACERKINS
Registration Number:	3104493	TRUE FAITH
Registration Number:	2949210	TURN STYLES

Registration Number:	2846007	TWEEZER BEE
Registration Number:	2863430	VELLUM FRIENDLY
Registration Number:	2993433	VELLUM WRITER
Registration Number:	2679171	WATERCOLOR SYSTEM
Registration Number:	2539032	WE PUT CREATIVE IDEAS TO WORK
Registration Number:	2698598	WHALE OF A PUNCH
Registration Number:	2707741	XXL STICKERS
Registration Number:	2897720	ZIGNS
Serial Number:	78721655	MAPLE LANE

CORRESPONDENCE DATA

Fax Number: (312)993-9767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-993-2698
Email: magdalini.rizakos@lw.com
Correspondent Name: Magdalini Rizakos c/o Latham & Watkins
Address Line 1: 233 S. Wacker Drive, Suite 5800
Address Line 4: Chicago, ILLINOIS 60606-6401

NAME OF SUBMITTER:	Magdalini Rizakos
Signature:	/mr/
Date:	08/03/2007

Total Attachments: 9
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Trademark Security Agreement

Trademark Security Agreement, dated as of August 1, 2007, by E K SUCCESS LTD. (the "Pledgor"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgor is party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of Pledgor:

- (a) Trademarks of Pledgor listed on Schedule I attached hereto; and
- (b) all Goodwill associated with such Trademarks.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

E K SUCCESS LTD.,
as Pledgor

By: _____



Name: Thomas Kasvin
Title: Chief Financial Officer, Treasurer and
Assistant Secretary

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: _____

Name:
Title:

By: _____

Name:
Title:

[Signature Page to Trademark Security Agreement (First Lien)]

TRADEMARK
REEL: 003594 FRAME: 0284

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.


Very truly yours,


E K SUCCESS LTD.,
as Pledgor

By: _____
Name:
Title:

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent



By: 
Name: David B. Julie
Title: Associate Director
Banking Products
Services, US

By: 
Name: Richard L. Tavrow
Title: Director
Banking Products
Services, US

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
EK Success Ltd.	2832876	3-D DOTS
EK Success Ltd.	2837112	4 TIMES
EK Success Ltd.	2538575	A CHILD'S BEST FIRST MARKER
EK Success Ltd.	2559341	ABC TRACERS
EK Success Ltd.	2476695	ANGEL GIRL
EK Success Ltd.	2972206	ARCHITEXTURE
EK Success Ltd.	1856731	ART WORX
EK Success Ltd.	3178256	A TOUCH OF JOLEE'S
EK Success Ltd.	2828447	BEADORABLES
EK Success Ltd.	2646796	BLADE RUNNER
EK Success Ltd.	2602765	BRUSH2O
EK Success Ltd.	2805644	BUTTON UPS
EK Success Ltd.	2803454	CHALKLETS
EK Success Ltd.	2670494	CIRCLE SCISSOR
EK Success Ltd.	2972221	COLOR BEE
EK Success Ltd.	2434379	COLOR LAYERING SYSTEM
EK Success Ltd.	2474269	COLOR TWIN
EK Success Ltd.	2678894	COLORBRUSH TWIN
EK Success Ltd.	2938710	COLORISER
EK Success Ltd.	2828446	CORNERADORNER
EK Success Ltd.	2586588	CORNERCOPIA
EK Success Ltd.	1553717	CRAYON FACTORY
EK Success Ltd.	2460159	CREATE & CARRY
EK Success Ltd.	2523508	CUT-OFFS

OWNER	REGISTRATION NUMBER	TRADEMARK
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EK Success Ltd.	2900277	CUTTERPEDE
EK Success Ltd.	2499839	
EK Success Ltd.	2694430	
EK Success Ltd.	2483317	DEVIL GIRL
EK Success Ltd.	2427583	DISCO GIRL
EK Success Ltd.	2763212	DIVA GIRL
EK Success Ltd.	2560256	DOTTA-RIFFIC
EK Success Ltd.	3009192	DOTTO
EK Success Ltd.	2837084	EKSTREME EDGES
EK Success Ltd.	3002444	EMBOSSIVES
EK Success Ltd.	2618870	EMPRESSOR
EK Success Ltd.	2977900	EMPUNCHLAR
EK Success Ltd.	3060760	FABRIC BEE
EK Success Ltd.	3007695	FASTENATOR
EK Success Ltd.	2805645	FRESH TAGS
EK Success Ltd.	2501046	FUNKERRIFIC
EK Success Ltd.	2523111	FUNKY GIRLZ
EK Success Ltd.	2420104	GLITTER GIRL
EK Success Ltd.	2451956	HIPPIE GIRL
EK Success Ltd.	2971905	HONEY BEE
EK Success Ltd.	2618950	IMAGE TREE
EK Success Ltd.	1638324	INK WORK
EK Success Ltd.	2967940	INSCRIBLIO
EK Success Ltd.	3013605	INSPIRABLES
EK Success Ltd.	2394359	JEL-POP
EK Success Ltd.	2977071	JOLEE'S
EK Success Ltd.	2583791	JOLEE'S BOUTIQUE

OWNER	REGISTRATION NUMBER	TRADEMARK
EK Success Ltd.	2897772	JOLEE'S BY YOU
EK Success Ltd.	2714445	KALEIDOPUNCH
EK Success Ltd.	2496272	LETERRIFIC ¹
EK Success Ltd.	2743994	LINK 2 LINK
EK Success Ltd.	2551170	MAD MRX
EK Success Ltd.	2701225	MAKE-A-MAT
EK Success Ltd.	2101969	MAPLE LANE PRESS
EK Success Ltd.	2707603	MEMORY WHEEL
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EK Success Ltd.	2530358	PAPERKINS
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EK Success Ltd.	2664075	PUNCHKINS
EK Success Ltd.	3029864	QUEEN BEE
EK Success Ltd.	2541742	READY TO MAKE

¹ EK Success Ltd. intends to allow this trademark registration to lapse.

OWNER	REGISTRATION NUMBER	TRADEMARK
EK Success Ltd.	2596343	REALLY BIG STICKERS
EK Success Ltd.	2480892	SCRAP IN A SNAP
EK Success Ltd.	2568433	SCRAPAGANZA
EK Success Ltd.	3117705	SCRAPBOOK DESIGN & YOU
EK Success Ltd.	2733542	SCRAPBOOK DESIGN UNIVERSITY
EK Success Ltd.	2501045	SCRAPERRIFIC
EK Success Ltd.	2594730	SCROLLIES
EK Success Ltd.	2931437	SCUTTO
EK Success Ltd.	2960395	SDU
EK Success Ltd.	2977498	SDU
EK Success Ltd.	2977497	SDU
EK Success Ltd.	2741713	SDU SCRAPBOOK DESIGN UNIVERSITY
EK Success Ltd.	2946556	SDU SCRAPBOOK DESIGN UNIVERSITY
EK Success Ltd.	2960393	SDU SCRAPBOOK DESIGN UNIVERSITY
EK Success Ltd.	2972008	SDU SCRAPBOOK DESIGN UNIVERSITY
EK Success Ltd.	2780480	SDU
EK Success Ltd.	3159504	SELECTIVES
EK Success Ltd.	2843700	SEW WHATS?
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EK Success Ltd.	2458074	STAMP & ROLL
EK Success Ltd.	2626395	STAMP-A-MA-JIG
EK Success Ltd.	2618941	STICKER MINIS
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EK Success Ltd.	2410902	STICKOPOTAMUS
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EK Success Ltd.	2541764	TRACERKINS
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EK Success Ltd.	2949210	TURN STYLES
EK Success Ltd.	2846007	TWEEZER BEE
EK Success Ltd.	2863430	VELLUM FRIENDLY
EK Success Ltd.	2993433	VELLUM WRITER
EK Success Ltd.	2679171	WATERCOLOR SYSTEM
EK Success Ltd.	2539032	WE PUT CREATIVE IDEAS TO WORK
EK Success Ltd.	2698598	WHALE OF A PUNCH
EK Success Ltd.	2707741	XXL STICKERS
EK Success Ltd.	2897720	ZIGNS

Trademark Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
EK Success Ltd.	78721655	MAPLE LANE