

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interests

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch		07/29/2009	as original administrative and collateral agent: SWITZERLAND

**RECEIVING PARTY DATA**

Name:	Deutsche Bank Trust Company Americas
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	as successor administrative and collateral agent: GERMANY

**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

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Registration Number:	2670494	CIRCLE SCISSOR
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
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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: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2128198200  
Email: fcutajar@whitecase.com  
Correspondent Name: White & Case LLP  
Address Line 1: 1155 Avenue of the Americas  
Address Line 2: Patents & Trademarks  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1503845-0021
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	09/02/2009

Total Attachments: 7  
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## ASSIGNMENT OF SECURITY INTERESTS IN PATENTS AND TRADEMARKS

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment") dated as of July 29, 2009 is entered into by and between UBS AG, Stamford Branch ("UBS") and Deutsche Bank Trust Company Americas ("DB"). All capitalized terms used herein and not otherwise defined shall have the respective meanings provided such terms in the Credit Agreement referred to below.

WHEREAS, pursuant to the Amended and Restated Second Lien Credit Agreement, dated as of August 1, 2007, as amended and restated as of November 19, 2007 (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Wilton Brands Inc. (fka Wilton Products Inc.), (the "Borrower"), the Guarantors, the Lenders party thereto and UBS, as the original administrative and collateral agent thereunder; and

WHEREAS, the Lenders severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth in the Credit Agreement; and

WHEREAS, Wilton Brands Inc. (fka UCG Paper Crafts, Inc.), EK Success Ltd., Dimensions Crafts LLC (fka Dimensions Acquisition LLC), K & Company LLC, Wilton Industries, Inc., Wilton Intercontinental LLC and Wilton Global Sourcing LLC (collectively, the "Grantors") and UBS, the Lenders and other secured parties thereto (collectively, the "Secured Parties") are parties to a certain Security Agreement (Second Lien), dated as of August 1, 2007, (as the same may be or may have been amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, the Grantors were required to execute and deliver a Copyright Security Agreement, Patent Security Agreement and a Trademark Security Agreement whereby the Grantors mortgaged, pledged, and hypothecated to UBS and granted UBS a security interest in certain patents and trademarks, including, without limitation, those listed on Schedule A attached hereto (the "Secured IP") for the benefit of the Secured Parties (as defined in the Credit Agreement); and

WHEREAS, pursuant to that certain First Amendment and Resignation and Appointment Agreement, dated as of July 8, 2009, DB has replaced UBS as the Administrative Agent under the Credit Agreement and Security Agreement and therefore has required all of UBS' right, title and interest, in or to, the Secured IP in order to hold collateral security for the full, prompt, and complete payment and performance of the Secured Obligations of the Grantors, as set forth in the Credit Agreement and Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, UBS hereby gives notice of its grant, conveyance, and assignment, on an exclusive basis, to DB, its successors, legal representatives, and assigns, of all UBS' right, title and interest in and to the Secured IP, including, without limitation, all liens and security interests, and to any renewals and/or extensions thereof, for all territories of the world in perpetuity, as well as any products and proceeds thereof, including all goodwill, income, royalties, and damages now and hereafter due or payable to UBS, for past, present, or future

infringements and misappropriations, as well as all rights to sue for such infringements or misappropriations, and all rights corresponding to any of the above throughout the world, including by not limited to the security interest in the Intellectual Property recorded with the United States Patent and trademark Office at the following Reel and Frame Numbers:

**PATENTS**

Assignor	Reel/Frame #	Dated of Recordation
Dimensions Acquisition LLC	019640 / 0772	8-3-2007
K & Company LLC	019640 / 0900	8-3-2007
Wilton Industries, Inc.	019640 / 0537	8-3-2007
E K Success Ltd.	019640 / 0746	8-3-2007

**TRADEMARKS**

Assignor	Reel/Frame #	Dated of Recordation
Dimensions Acquisition LLC	003594 / 0474	8-3-2007
K & Company LLC	003594 / 0456	8-3-2007
Wilton Industries, Inc.	003594 / 0265	8-3-2007
E K Success Ltd.	003594 / 0277	8-3-2007

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Assignor	Volume/Document #	Dated of Recordation
Dimensions Acquisition LLC	V3550 D356	8-6-2007
K & Company LLC	V3550 D355	8-6-2007
Wilton Industries, Inc.	V3550 D357	8-6-2007
E K Success Ltd.	V3550 D358 V3550 D359	8-6-2007

IN WITNESS WHEREOF the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 29th day of July, 2009.

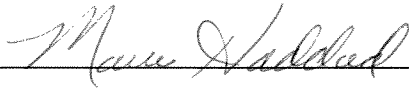
ASSIGNOR

UBS AG, STAMFORD BRANCH.  
as original administrative and collateral agent

By: 

Name: Irja R. Otsa

Title: Associate Director

By: 

Name: Marie Haddad

Title: Associate Director



ASSIGNEE

DEUTSCHE BANK TRUST COMPANY AMERICAS  
as successor administrative and collateral agent

By: Scotty Lindsay

Name: Scotty Lindsay

Title: Director

By: Susan LeFevre

Name: Susan LeFevre

Title: Managing Director

Schedule A

TRADEMARKS

<u>Owner</u>	<u>Reg Number/App Number</u>	<u>Mark</u>
EK Success Ltd.	2832876	3-D DOTS
EK Success Ltd.	2837112	4 TIMES
EK Success Ltd.	2538575	A CHILD'S BEST FIRST MARKER
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EK Success Ltd.	2476695	ANGEL GIRL
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