

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
Enesco, LLC		06/28/2012	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	10 South Dearborn, Floor 22
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 61**

Property Type	Number	Word Mark
Registration Number:	2479541	BABY GUND
Registration Number:	3357104	BABY GUND
Registration Number:	3437593	BABY GUND NURSERY
Registration Number:	3188281	BABY GUND NURSERY
Registration Number:	1743975	BABYGUND
Registration Number:	2798409	BAILEY & FRIENDS
Registration Number:	3307671	BEARS AND HARES...YOU CAN TRUST
Registration Number:	3340442	BOYDS
Registration Number:	2002253	BOYDS BEARS
Registration Number:	2053264	BOYDS BEARS & FRIENDS
Registration Number:	2126056	BOYDS BEARS & FRIENDS
Registration Number:	3316451	BOYDS BEARS & FRIENDS
Registration Number:	2628928	BOYDSSTUFF.COM
Registration Number:	2654987	CHARMING ANGELS COLLECTION

CH \$1540.00 2479541

**TRADEMARK**

Registration Number:	1756896	CHERISHED TEDDIES
Registration Number:	1854690	CHERISHED TEDDIES
Registration Number:	1850689	CHERISHED TEDDIES
Registration Number:	1846853	CHERISHED TEDDIES
Registration Number:	1846683	CHERISHED TEDDIES
Registration Number:	2395261	CHERISHED TEDDIES
Registration Number:	3892518	CIRCLE OF LOVE
Registration Number:	2750085	COMFY COZY
Registration Number:	3858410	E
Registration Number:	1335414	ENESCO
Registration Number:	1332795	ENESCO
Registration Number:	1329471	ENESCO
Registration Number:	1330918	ENESCO
Registration Number:	1336916	ENESCO
Registration Number:	1333278	ENESCO
Registration Number:	1390930	ENESCO
Registration Number:	2838698	FOUNDATIONS
Registration Number:	1117773	GOLLY BEAR
Registration Number:	1232054	GOTTA GETTA GUND
Registration Number:	3510033	GROW IN GRACE
Registration Number:	1237382	GROWING UP
Registration Number:	1545472	GUND
Registration Number:	0746186	GUND
Registration Number:	3625706	GUND BABY
Registration Number:	3354241	GUND FUN
Registration Number:	3160510	GUND GIRLS
Registration Number:	3189902	GUND KIDS
Registration Number:	0759144	GUNDERFUL
Registration Number:	1410722	GUNDY
Registration Number:	3420507	HANDPAINTED FOR HUMANS
Registration Number:	3876244	LEGACY OF LOVE
Registration Number:	2845962	MANNI
Registration Number:	1145851	LUV ME BEAR
Registration Number:	2100906	
Registration Number:	2052434	

	2054756	
Registration Number:	2035667	
Registration Number:	2032320	
Registration Number:	2952132	
Registration Number:	3046107	
Registration Number:	1507360	MUTTSY
Registration Number:	1507361	SNUFFLES
Registration Number:	2018285	THE BOYDS COLLECTION LTD.
Registration Number:	1968106	THE BOYDS COLLECTION LTD.
Registration Number:	2811146	THE LOYAL ORDER OF FRIENDS OF BOYDS
Registration Number:	2845961	THE WORLD'S MOST HUGGABLE...SINCE 1898
Registration Number:	1696247	TINKLE, CRINKLE, RATTLE & SQUEAK

**CORRESPONDENCE DATA**

Fax Number: 4155911400  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 415-591-1000  
Email: trademarksSF@winston.com  
Correspondent Name: Winston & Strawn LLP - Becky L. Troutman  
Address Line 1: 101 California Street  
Address Line 2: Suite 3900  
Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	018103.00432
NAME OF SUBMITTER:	Becky L. Troutman
Signature:	/Becky L. Troutman/
Date:	07/06/2012

Total Attachments: 11  
source=Enesco LLC-JPMCB-IP Agreement#page1.tif  
source=Enesco LLC-JPMCB-IP Agreement#page2.tif  
source=Enesco LLC-JPMCB-IP Agreement#page3.tif  
source=Enesco LLC-JPMCB-IP Agreement#page4.tif  
source=Enesco LLC-JPMCB-IP Agreement#page5.tif  
source=Enesco LLC-JPMCB-IP Agreement#page6.tif  
source=Enesco LLC-JPMCB-IP Agreement#page7.tif  
source=Enesco LLC-JPMCB-IP Agreement#page8.tif  
source=Enesco LLC-JPMCB-IP Agreement#page9.tif  
source=Enesco LLC-JPMCB-IP Agreement#page10.tif  
source=Enesco LLC-JPMCB-IP Agreement#page11.tif

## INTELLECTUAL PROPERTY SECURITY AGREEMENT

Intellectual Property Security Agreement (this "Agreement") dated as of June 28, 2012 by and between Enesco, LLC, a Delaware corporation (the "Grantor" / each, a "Grantor"), having its chief executive office at 225 Windsor Drive, Itasca, Illinois, 60143, and JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Administrative Agent"), with offices at 10 South Dearborn, Floor 22, Chicago, Illinois, 60603.

This Agreement is executed pursuant to the terms of (a) the Credit Agreement dated as of June 28, 2012 (as amended or modified from time to time, the "Credit Agreement") among the Grantor[s], the other Loan Parties party thereto, the Administrative Agent, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian Administrative Agent, J.P. Morgan Europe Limited, as U.K. Administrative Agent and U.K. Collateral Agent, and the other Lenders party thereto and (b) the Pledge and Security Agreement dated as of June 28, 2012 (as amended or modified from time to time, the "Pledge and Security Agreement") executed by the Grantor[s] and the other U.S. Loan Parties party thereto in favor of the Administrative Agent, for the ratable benefit of itself and the Secured Parties. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Credit Agreement or the Pledge and Security Agreement, as applicable.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby confirms the grant pursuant to the Pledge and Security Agreement, to the Administrative Agent, for the ratable benefit of itself and the Secured Parties, of a security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

(i) all Patents, Copyrights, and Trademarks and all of the goodwill of the business symbolized by each Trademark of the Grantor, including, without limitation, each Material Patent, Material Copyright, and Material Trademark listed on Schedule A, Schedule B or Schedule C, respectively;

(ii) all income, royalties, and damages hereafter due or payable with respect to any Patent, Copyright, and Trademark, including, without limitation, each Material Trademark listed on Schedule C; and

(iii) all claims by the Grantor against third parties for (a) income, royalties, and damages hereafter due or payable with respect to any Trademark, or (b) past, present or future infringement of any Patent, Copyright or Trademark.

The rights and remedies of the Administrative Agent with respect to the security interest described herein are set forth in the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the date first above written.

ENESCO, LLC, a Delaware limited liability company, as Grantor

By: *Theodore J. Eischeid*  
Name: Theodore J. Eischeid  
Title: Chief Financial Officer

[Signature Page to Intellectual Property Security Agreement]

CHICAGO/#2329478

**TRADEMARK**  
**REEL: 004813 FRAME: 0577**

Agreed and Accepted as of the 28<sup>th</sup> day of  
June, 2012.

JPMORGAN CHASE BANK, N.A.,  
as Administrative Agent

By: Lynne Ciaccia  
Name: Lynne Ciaccia  
Title: Vice President

[Signature Page to Intellectual Property Security Agreement]

CHICAGO/#2329478

**TRADEMARK**  
**REEL: 004813 FRAME: 0578**

Schedule A  
to  
Intellectual Property Security Agreement

**MATERIAL PATENTS**

<b>NAME OF GRANTOR</b>	<b>PATENT DESCRIPTION</b>	<b>PATENT NUMBER</b>	<b>ISSUE DATE</b>
Enesco LLC	Photo frame bookcover	D413,627	09/07/1999
Enesco LLC	Rattle element for a toy	D437,362	02/06/2001
Enesco LLC	Child's blanket	D474,060	05/06/2003
Enesco LLC	School bus display unit	D602,710	10/27/2009
Enesco LLC	Toy with Multiple Positions	D658,241	04/24/2012

Schedule B  
to  
Intellectual Property Security Agreement

**MATERIAL COPYRIGHTS**

NONE


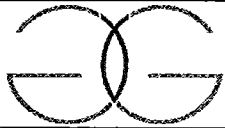







Schedule C  
to  
Intellectual Property Security Agreement







**MATERIAL TRADEMARKS**

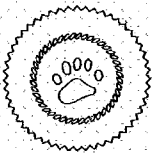
**U.S. Trademarks**

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
Enesco LLC		2,479,541	08/21/2001
Enesco LLC		3,013,578	11/08/2005
Enesco LLC		3,357,104	12/18/2007
Enesco LLC	BABY GUND NURSERY	3,437,593	05/27/2008
Enesco LLC	BABY GUND NURSERY	3,188,281	12/19/2006
Enesco LLC	BABYGUND	1,743,975	12/29/1992
Enesco LLC	BAILEY & FRIENDS	2,798,409	12/23/2003
Enesco LLC	BEAD IT	85/593,873	04/10/2012
Enesco LLC	BEARS AND HARES...YOU CAN TRUST	3,307,671	10/09/2007
Enesco LLC	BOYDS	3,340,442	11/20/2007
Enesco LLC	BOYDS BEARS	2,002,253	09/24/1996
Enesco LLC	BOYDS BEARS & FRIENDS	2,053,264	04/15/1997
Enesco LLC	BOYDS BEARS & FRIENDS	2,126,056	12/30/1997
Enesco LLC	BOYDS BEARS & FRIENDS	3,316,451	10/23/2007
Enesco LLC		2,628,928	10/01/2002
Enesco LLC	CHARMING ANGELS	2,654,987	11/26/2002

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
	<b>COLLECTION</b>		
Enesco LLC	<b>CHARMING TAILS</b>	1,941,553	12/12/1995
Enesco LLC	<b>CHERISHED TEDDIES</b>	1,756,896	03/09/1993
Enesco LLC	<b>CHERISHED TEDDIES</b>	1,854,690	09/20/1994
Enesco LLC	<b>CHERISHED TEDDIES</b>	1,850,689	08/23/1994
Enesco LLC	<b>CHERISHED TEDDIES</b>	1,846,853	07/26/1994
Enesco LLC	<b>CHERISHED TEDDIES</b>	1,846,683	08/26/1994
Enesco LLC	<b>CHERISHED TEDDIES</b>	1,850,689	08/23/1994
Enesco LLC	<b>CHERISHED TEDDIES</b>	2,395,261	10/17/2000
Enesco LLC	<b>CIRCLE OF LOVE</b>	3,892,518	12/21/2010
Enesco LLC	<b>COMFY COZY</b>	2,750,085	08/12/2003
Enesco LLC		3,858,410	10/05/2010
Enesco LLC	<b>ENESCO</b>	1,335,414	05/14/1985
Enesco LLC	<b>ENESCO</b>	1,332,795	04/30/1985
Enesco LLC	<b>ENESCO</b>	1,329,471	04/09/1985
Enesco LLC	<b>ENESCO</b>	1,330,918	04/16/1985
Enesco LLC	<b>ENESCO</b>	1,336,916	05/21/1985
Enesco LLC	<b>ENESCO</b>	1,333,278	04/30/1985
Enesco LLC	<b>ENESCO</b>	1,390,930	04/22/1986
Enesco LLC	<b>FOUNDATIONS</b>	2,838,698	05/04/2004
Enesco LLC		4,091,602	01/24/2012
Enesco LLC	<b>GLOBAL &amp; VINE</b>	85/527,585	01/27/2012
Enesco LLC	<b>GOLLY BEAR</b>	1,117,773	05/08/1979
Enesco LLC	<b>GOTTA GETTA GUND</b>	1,232,054	03/22/1983
Enesco LLC	<b>GROW IN GRACE</b>	3,510,033	09/30/2008
Enesco LLC	<b>GROWING UP</b>	1,237,382	05/10/1983
Enesco LLC	<b>GUND</b>	1,545,472	06/27/1989


NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
Enesco LLC		746,186	03/05/1963
Enesco LLC		3,625,706	05/26/2009
Enesco LLC		3,354,241	12/11/2007
Enesco LLC	GUND GIRLS	3,160,510	10/17/2006
Enesco LLC	GUND KIDS	3,189,902	12/26/2006
Enesco LLC		759,144	10/29/1963
Enesco LLC	GUNDY	1,410,722	09/23/1986
Enesco LLC	HANDPAINTED FOR HUMANS	3,420,507	04/29/2008
Enesco LLC	LEAF & ACORN	2,241,137	04/20/1999
Enesco LLC	LEGACY OF LOVE	3,876,244	11/16/2010
Enesco LLC	MANNI	2,845,962	05/25/2004
Enesco LLC	LUV ME BEAR	1,145,851	01/13/1981
Enesco LLC		2,100,906	09/30/1997

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
Enesco LLC		2,052,434	04/15/1997
Enesco LLC		2,054,756	04/22/1997
Enesco LLC		2,035,667	02/04/1997
Enesco LLC		2,032,320	01/21/1997
Enesco LLC		2,952,132	05/17/2005
Enesco LLC		3,680,068	09/08/2009

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
Enesco LLC		3,046,107	01/17/2006
Enesco LLC	MUTTSY	1,507,360	10/04/1988
Enesco LLC	SNUFFLES	1,507,361	10/04/1988
Enesco LLC	THE BOYDS COLLECTION LTD.	2,018,285	11/19/1996
Enesco LLC	THE BOYDS COLLECTION LTD.	1,968,106	04/16/1996
Enesco LLC	THE LOYAL ORDER OF FRIENDS OF BOYDS	2,811,146	02/03/2004
Enesco LLC	THE WORLD'S MOST HUGGABLE...SINCE 1898	2,845,961	05/25/2004
Enesco LLC	TINKLE, CRINKLE, RATTLE & SQUEAK	1,696,247	06/23/1992
Enesco LLC	OUR NAME IS MUD	85/610,583	04/27/2012

Canadian Trademarks

NAME OF GRANTOR	TRADEMARK	APPLICATION NUMBER	REGISTRATION NUMBER
Enesco LLC		1173077	TMA650534
Enesco LLC		1236479	TMA651670
Enesco LLC	GOTTA GETTA GUND	0484532	TMA273473
Enesco LLC	CHERISHED TEDDIES	0723937	TMA457548
Enesco LLC	GUND	0484451	TMA273476
Enesco LLC		1207295	TMA680532

NAME OF GRANTOR	TRADEMARK	APPLICATION NUMBER	REGISTRATION NUMBER
Enesco LLC		1107419	TMA592854
Enesco LLC	<b>GUNDY</b>	0660516	TMA509044
Enesco LLC	<b>BABYGUND</b>	0675697	TMA418097
Enesco LLC	<b>ENESCO</b>	0533979	TMA308008
Enesco LLC		1417737	TMA766937
Enesco LLC	<b>THE WORLD'S MOST HUGGABLE...SINCE 1898</b>	1157654	TMA630981
Enesco LLC	<b>LILLIPUT LANE</b>	1352290	TMA713936
Enesco LLC		1139183	TMA655438
Enesco LLC	<b>THE BOYDS COLLECTION, LTD</b>	1107420	TMA725847
Enesco LLC	<b>CHARMING TAILS</b>	0853839	TMA518748
Enesco LLC	<b>LEAF &amp; ACORN</b>	0853840	TMA592289