

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:	Enesco Secured Lenders, LLC
Street Address:	800 Third Avenue
Internal Address:	40th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 69

Property Type	Number	Word Mark
Serial Number:	85593873	BEAD IT
Serial Number:	85527585	GLOBAL & VINE
Serial Number:	85610583	OUR NAME IS MUD
Registration Number:	2479541	BABY GUND
Registration Number:	3013578	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

OP \$1740.00 85593873

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
Registration Number:	1941553	CHARMING TAILS
Registration Number:	1756896	CHERISHED TEDDIES
Registration Number:	1854690	CHERISHED TEDDIES
Registration Number:	1846853	CHERISHED TEDDIES
Registration Number:	1846683	CHERISHED TEDDIES
Registration Number:	1850689	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:	4091602	GG
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:	746186	GUND
Registration Number:	3625706	GUND BABY
Registration Number:	3354241	GUND FUN
Registration Number:	3160510	GUND GIRLS
Registration Number:	3189902	GUND KIDS
Registration Number:	759144	GUNDERFUL

	1410722	GUNDY
Registration Number:	3420507	HANDPAINTED FOR HUMANS
Registration Number:	2241137	LEAF & ACORN
Registration Number:	3876244	LEGACY OF LOVE
Registration Number:	2845962	MANNI
Registration Number:	1145851	LUV ME BEAR
Registration Number:	2100906	
Registration Number:	2052434	
Registration Number:	2054756	
Registration Number:	2035667	
Registration Number:	2032320	
Registration Number:	2952132	
Registration Number:	3680068	
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: 2029567069
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 202-956-7685
Email: carrierr@sullcrom.com
Correspondent Name: Rita M. Carrier
Address Line 1: 1701 Pennsylvania Avenue, N.W.
Address Line 2: Sullivan & Cromwell LLP
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Rita M. Carrier
Signature:	/Rita M. Carrier/
Date:	07/17/2012

Total Attachments: 11

TRADEMARK
REEL: 004822 FRAME: 0461

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

Intellectual Property Security Agreement (this "Agreement") dated as of June 28, 2012 by and between Enesco, LLC, a Delaware limited liability company (the "Grantor"), having its chief executive office at 225 Windsor Drive, Itasca, Illinois, 60143, and Enesco Secured Lenders, LLC, as Administrative Agent (the "Administrative Agent"), with offices at 800 Third Avenue, 40th Floor, New York, New York 10022.

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 "Term B Credit Agreement") among the Grantor, the other Loan Parties party thereto, the Administrative 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 "Security Agreement") executed by the Grantor and the other 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 Term B Credit Agreement or the 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 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 Patent, Material Copyright and 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 Patent, Copyright or Trademark, and (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 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 Security Agreement, the provisions of the 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
as Grantor

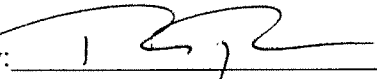
By: *Theodore F. Eischeid*
Name: Theodore Eischeid
Title: Chief Financial Officer

[Signature Page to Term B Intellectual Property Security Agreement]

TRADEMARK
REEL: 004822 FRAME: 0464

Agreed and Accepted as of the date first written above.

ENESCO SECURED LENDERS, LLC,
as Administrative Agent
By: Tincum Incorporated, its manager

By: 
Name: Terence M. O'Toole
Title: Authorized Person

[Signature Page to Term B Intellectual Property Security Agreement]

Schedule A
to
Intellectual Property Security Agreement

MATERIAL PATENTS

NAME OF GRANTOR	PATENT DESCRIPTION	PATENT NUMBER	ISSUE DATE
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


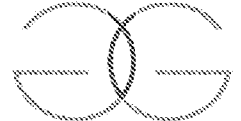

MATERIAL COPYRIGHTS





NONE



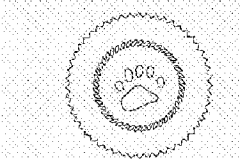
Schedule C
to
Intellectual Property Security Agreement

MATERIAL TRADEMARKS

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 COLLECTION	2,654,987	11/26/2002

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
Enesco LLC	CHARMING TAILS	1,941,553	12/12/1995
Enesco LLC	CHERISHED TEDDIES	1,756,896	03/09/1993
Enesco LLC	CHERISHED TEDDIES	1,854,690	09/20/1994
Enesco LLC	CHERISHED TEDDIES	1,850,689	08/23/1994
Enesco LLC	CHERISHED TEDDIES	1,846,853	07/26/1994
Enesco LLC	CHERISHED TEDDIES	1,846,683	08/26/1994
Enesco LLC	CHERISHED TEDDIES	1,850,689	08/23/1994
Enesco LLC	CHERISHED TEDDIES	2,395,261	10/17/2000
Enesco LLC	CIRCLE OF LOVE	3,892,518	12/21/2010
Enesco LLC	COMFY COZY	2,750,085	08/12/2003
Enesco LLC		3,858,410	10/05/2010
Enesco LLC	ENESCO	1,335,414	05/14/1985
Enesco LLC	ENESCO	1,332,795	04/30/1985
Enesco LLC	ENESCO	1,329,471	04/09/1985
Enesco LLC	ENESCO	1,330,918	04/16/1985
Enesco LLC	ENESCO	1,336,916	05/21/1985
Enesco LLC	ENESCO	1,333,278	04/30/1985
Enesco LLC	ENESCO	1,390,930	04/22/1986
Enesco LLC	FOUNDATIONS	2,838,698	05/04/2004
Enesco LLC		4,091,602	01/24/2012
Enesco LLC	GLOBAL & VINE	85/527,585	01/27/2012
Enesco LLC	GOLLY BEAR	1,117,773	05/08/1979
Enesco LLC	GOTTA GETTA GUND	1,232,054	03/22/1983
Enesco LLC	GROW IN GRACE	3,510,033	09/30/2008
Enesco LLC	GROWING UP	1,237,382	05/10/1983
Enesco LLC	GUND	1,545,472	06/27/1989
Enesco LLC		746,186	03/05/1963

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
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
Enesco LLC		2,052,434	04/15/1997

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
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
Enesco LLC		3,046,107	01/17/2006
Enesco LLC	MUTTYS	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

NAME OF GRANTOR	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
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
Enesco LLC		1107419	TMA592854
Enesco LLC	GUNDY	0660516	TMA509044
Enesco LLC	BABYGUND	0675697	TMA418097
Enesco LLC	ENESCO	0533979	TMA308008

NAME OF GRANTOR	TRADEMARK	APPLICATION NUMBER	REGISTRATION NUMBER
Enesco LLC		1417737	TMA766937
Enesco LLC	THE WORLD'S MOST HUGGABLE...SINCE 1898	1157654	TMA630981
Enesco LLC	LILLIPUT LANE	1352290	TMA713936
Enesco LLC		1139183	TMA655438
Enesco LLC	THE BOYDS COLLECTION, LTD	1107420	TMA725847
Enesco LLC	CHARMING TAILS	0853839	TMA518748
Enesco LLC	LEAF & ACORN	0853840	TMA592289