

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BNP Paribas		07/28/2006	national association: UNITED STATES

RECEIVING PARTY DATA

Name:	Oriental Trading Company, Inc.
Street Address:	4206 South 108th Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68137
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2488017	ARTICLES
Registration Number:	2100038	FRIENDSHIP CLUB
Registration Number:	2134712	FRIENDSHIP CLUB
Registration Number:	1986834	FUN EXPRESS
Registration Number:	2623826	FUN EXPRESS
Registration Number:	2922508	HANDS ON FUN
Serial Number:	76586885	HANDS ON FUN
Registration Number:	3047593	
Serial Number:	76586891	HANDS ON FUN!
Registration Number:	1963552	HAPPYSACKS
Registration Number:	2074301	INSPIRATIONS A CELEBRATION OF FAITH
Registration Number:	2300930	LITTLE RED WAGON
Registration Number:	1754376	ORIENTAL TRADING

CH \$465.00 2488017

Registration Number:	1419837	OTC
Registration Number:	1765166	OUR EARTH
Registration Number:	2543046	TERRY'S VILLAGE
Registration Number:	2127520	TERRY'S VILLAGE
Registration Number:	2125227	WORLD'S BIGGEST TOYBOX

CORRESPONDENCE DATA

Fax Number: (212)909-6836

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

Phone: 212-909-6000

Email: trademarks@debevoise.com

Correspondent Name: Matthew Heintz, Esq.

Address Line 1: 919 Third Avenue

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	22600-4023
NAME OF SUBMITTER:	Matthew Heintz
Signature:	/Matthew Heintz/
Date:	08/17/2006

Total Attachments: 5

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TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS

TERMINATION AND RELEASE, dated as of July 31, 2006, from BNP Paribas, an association having a principal place of business at 787 Seventh Avenue, New York, NY 10019, as administrative agent (the "Agent") for the several banks and other financial institutions (the "Lenders") that are parties to the Credit Agreement (as hereinafter defined), to Oriental Trading Company, Inc., a Delaware corporation, having a principal place of business at 4206 South 108th Street, Omaha, Nebraska, 68137 (the "Grantor"). Capitalized terms used herein without definition are used as defined in the Credit Agreement, dated as of August 9, 2002, among the Agent, the Grantor, General Electric Capital Corporation, as syndication agent, and the various Lenders from time to time party thereto (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement").

WITNESSETH:

WHEREAS, pursuant to that certain Grant of Trademark Security Interest, dated as of August 9, 2002 (the "Grant"), made by the Grantor in favor of the Agent, a security interest (the "Security Interest") was granted by the Grantor to the Agent in certain Pledged Trademarks (as hereinafter defined); and

WHEREAS, the Grant was recorded in the Trademark Division of the United States Patent and Trademark Office on August 19, 2002, at Reel 2567, Frame 0700; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Pledged Trademarks;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Pledged Trademarks pursuant to the Grant, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Pledged Trademarks: The term "Pledged Trademarks," as used herein, shall mean all of the Grantor's right, title and interest (including rights acquired pursuant to a license or otherwise), whether now or hereafter existing, or in which such Grantor now has or hereafter acquires an interest and wherever the same may be located, in and to all trademarks, service marks, designs, logos, indicia, trade names, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto, owned by such Grantor, or hereafter adopted and used in its business (collectively, the

“Trademarks”), all registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries (including, without limitation, the registrations and applications specifically identified on Schedule I hereto), all common law and other rights in and to the Trademarks in the United States and any state thereof and in foreign countries, and all goodwill of such Grantor's business symbolized by the Trademarks and associated therewith.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Pledged Trademarks, and any right, title or interest of the Agent in such Pledged Trademarks shall hereby cease and become void and revert to the Grantor. The Agent acknowledges that this Agreement may be recorded in the Trademark Division of the United States Patent and Trademark Office or other similar offices in any jurisdiction.

3. Further Assurances: The Agent shall execute and deliver to the Grantor all further releases and other documents (including without limitation Uniform Commercial Code termination statements), and take all other actions necessary or reasonably desirable for the release of such Security Interest in the Pledged Trademarks.

4. Governing Law: This Agreement will be governed by, and will be construed and enforced in accordance with, United States trademark law with respect to copyright issues, and in all other respects, the internal laws of the State of New York (without regard to conflicts of laws principles thereof).

* * *

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

BNP PARIBAS,
as Agent

By: 

Name:

Title:

CECILE SCHERER
Director
Merchant Banking Group

[Signature page to OTC / BNP Paribas Trademark Release]

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TRADEMARK
REEL: 003372 FRAME: 0070

ACKNOWLEDGMENT

STATE OF NEW YORK)
 :SS:
COUNTY OF *NEW YORK*)

On *JULY 28*, 2006 before me, the undersigned, personally appeared
CECILE SCHERER
personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Nadia Carbone
(signature and office of individual taking acknowledgment)

NADIA CARBONE
Notary Public, State of New York
No. 31-4983445 *NC*
Qualified in New York County
Commission Expires Jul 1 2007 *2007*

SCHEDULE I

**Schedule A
Trademarks**

Trademark	Owner	Reg. / App. No.
ARTICLES	Oriental Trading Company, Inc.	2,488,017
FRIENDSHIP CLUB	Oriental Trading Company, Inc.	2,100,038
FRIENDSHIP CLUB	Oriental Trading Company, Inc.	2,134,712
FUN EXPRESS	Oriental Trading Company, Inc.	1,986,834
FUN EXPRESS & Design	Oriental Trading Company, Inc.	2,623,826
HANDS ON FUN	Oriental Trading Company, Inc.	2,922,508
HANDS ON FUN	Oriental Trading Company, Inc.	76/586,885
HANDS ON FUN Design	Oriental Trading Company, Inc.	3,047,593
HANDS ON FUN!	Oriental Trading Company, Inc.	76/586,891
HAPPYSACKS	Oriental Trading Company, Inc.	1,963,552
INSPIRATIONS A CELEBRATION OF FAITH	Oriental Trading Company, Inc.	2,074,301
LITTLE RED WAGON	Oriental Trading Company, Inc.	2,300,930
ORIENTAL TRADING	Oriental Trading Company, Inc.	1,754,376
OTC	Oriental Trading Company, Inc.	1419837
OUR EARTH	Oriental Trading Company, Inc.	1,765,166
TERRY'S VILLAGE	Oriental Trading Company, Inc.	2,543,046
TERRY'S VILLAGE	Oriental Trading Company, Inc.	2,127,520
WORLD'S BIGGEST TOYBOX	Oriental Trading Company, Inc.	2,125,227