

TRADEMARK ASSIGNMENT

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		11/27/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Oriental Trading Company, Inc.
Street Address:	5455 South 90th Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68127
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2134712	FRIENDSHIP CLUB
Registration Number:	1986834	FUN EXPRESS
Registration Number:	2623826	FUN EXPRESS
Registration Number:	2922508	HANDS ON FUN
Registration Number:	3574353	HANDS ON FUN
Registration Number:	3047593	
Registration Number:	3574354	HANDS ON FUN!
Registration Number:	1963552	HAPPYSACKS
Registration Number:	2074301	INSPIRATIONS A CELEBRATION OF FAITH
Registration Number:	1754376	ORIENTAL TRADING
Registration Number:	1419837	OTC
Registration Number:	1765166	OUR EARTH
Registration Number:	2543046	TERRY'S VILLAGE
Registration Number:	2127520	TERRY'S VILLAGE

TRADEMARK

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CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	23120-2004
NAME OF SUBMITTER:	Alexander V. Ulianov
Signature:	/Alexander V. Ulianov/
Date:	11/27/2012
Total Attachments: 4 source=GE OTC Trademark Release#page1.tif source=GE OTC Trademark Release#page2.tif source=GE OTC Trademark Release#page3.tif source=GE OTC Trademark Release#page4.tif	

**TERMINATION AND RELEASE OF
GRANT OF SECURITY INTEREST IN TRADEMARKS**

This Termination and Release of Grant of Security Interest in Trademarks (the "Trademark Release") is conveyed as of November 27, 2012, by **GENERAL ELECTRIC CAPITAL CORPORATION**, as Agent for itself and other Lenders (as defined below) under the Credit Agreement referred to below (in such capacity, the "Agent"), in favor of **ORIENTAL TRADING COMPANY, INC.**, a Delaware corporation having a principal place of business at 5455 South 90th Street, Omaha, Nebraska 68127 ("Grantor"). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings provided therefor in the Credit Agreement.

WHEREAS, pursuant to that certain Credit Agreement, dated as of February 11, 2011, among the Grantor, Fun Express LLC, OTC Direct, Inc., OTC Worldwide Holdings, Inc., OTC Brands, Inc., the other parties thereto and the Agent for the several financial institutions from time to time party thereto (collectively, the "Lenders" and individually, a "Lender") (as amended, amended and restated, or otherwise modified to the date hereof, the "Credit Agreement") and the Collateral Documents, the Grantor granted Agent a security interest in favor of Agent, in and to certain intellectual property held by the Grantor, including without limitation the Trademark Collateral (as defined below) (the "Security Interest").

WHEREAS, notice of the Security Interest was recorded with the United States Patent and Trademark Office on February 15, 2011 at Reel 004481, Frame 0185.

WHEREAS, the Agent has agreed to terminate and release its security interest in all such Trademark Collateral as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Trademark Release, the Agent hereby states as follows:

1. Trademark Collateral. The term "Trademark Collateral" as used herein, means all rights, title and interests of Grantor arising under any law of the United States (or any state or territory thereof) in or to trademarks, trade names, corporate names, company names, business names, fictitious business names, trade dress, service marks, logos and other source or business identifiers (whether registered or unregistered), all registrations and recordations thereof, and all applications in connection therewith, and all extensions or renewals thereof, all goodwill of the business connected with the use of or symbolized by any of the foregoing, the right to sue for any past, present and future infringement, dilution or other violation of any of the foregoing, and all proceeds from the foregoing, including license fees, royalties, income, payments, claims, damages, and proceeds of suit, now or hereafter due and/or payable with respect thereto, in each case, owned by the Grantor, including the registrations and applications listed in Schedule A.

2. Release of Security Interest. The Agent, hereby releases the Security Interest and hereby waives and relinquishes all its rights, powers, privileges and remedies with respect to the Security Interest.

3. Recordation of Trademark Release. This Trademark Release has been executed and delivered by the Agent for the purpose of recording the release of the Security Interest with the United States Patent and Trademark Office. The Agent hereby authorizes and requests that the Commissioner of Patents and Trademarks record this Trademark Release.

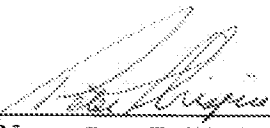
4. Further Assurances. The Agent shall execute and deliver to the Grantor all further releases and other documents (including but not limited to Uniform Commercial Code termination statements), and take all other actions necessary or reasonably desirable for the release of such Security Interest all at the sole expense of the Grantor.

5. Governing Law. This Trademark Release shall be construed in accordance with the laws of the State of New York.

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IN WITNESS WHEREOF, the undersigned has caused this Trademark Release to be duly executed as of the date first written above.

**GENERAL ELECTRIC CAPITAL
CORPORATION, as Agent**

By: 
Name: Peter F. Crispino
Title: Duly Authorized Signatory

[OTC -- Signature Page to Trademark Release]

SCHEDULE A

Trademark Registrations

<u>TRADEMARK</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
FRIENDSHIP CLUB	2,134,712	2/3/1998
FUN EXPRESS	1,986,834	7/16/1996
FUN EXPRESS & Design	2,623,826	9/24/2002
HANDS ON FUN	2,922,508	2/1/2005
HANDS ON FUN	3,574,353	2/17/2009
HANDS ON FUN Design	3,047,593	1/24/2006
HANDS ON FUN!	3,574,354	2/17/2009
HAPPYSACKS	1,963,552	3/19/1996
INSPIRATIONS A	2,074,301	6/24/1997
CELEBRATION OF FAITH		
ORIENTAL TRADING	1,754,376	2/23/1993
OTC	1,419,837	12/9/1986
OUR EARTH	1,765,166	4/13/1993
TERRY'S VILLAGE	2,543,046	2/26/2002
TERRY'S VILLAGE	2,127,520	1/06/1998

Trademark Applications

None