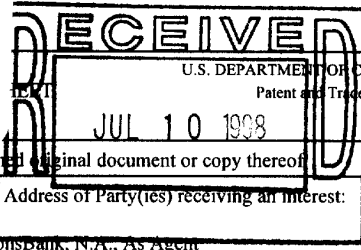


07-14-1998



ME0 7-7-98

100763216



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof

1. Name of Party(ies) conveying an interest:

Conso Products Company  
P.O. Box 326  
Union, South Carolina 29379

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation Delaware  
 Other

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent  
 Street Address: NationsBank Plaza  
 Internal Address: NC1-002-03-10  
 City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Effective Date: June 19, 1998

Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other national banking association

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): See Attached Schedule A

B. Trademark Registration No.(s): See Attached Schedule A

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.  
 Internal Address: Moore & Van Allen, PLLC  
 Street Address: 2200 West Main Street, Suite 800  
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.4): ..... \$ 165.00  
 Enclosed  
 Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number: 13-4365  
 (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Mark H. Webbink, Esq.                      [Signature]                      7/7/98  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

CHRIS HERNDON  
 (Typed or printed name of person signing the certificate)

[Signature]  
 (Signature of the person signing the certificate)

7-7-98  
 (Date of Signature)

07/13/1998 TTM11 00000256 1970323

01 FC:481 40.00 OP  
 02 FC:482 125.00 OP

**Schedule A**

**Conso Products Company**

**U.S. Trademarks**

**Pending Applications**

<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>
DUITALL FABRIC MASTER	75/342,081	8/18/97
CLAESSON (stylized)	75/301,898	6/2/97
CLAESSON	75/301,897	6/2/97

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
CONSO and Design	1,978,323	6/4/96
CONSO	1,978,322	6/4/96
CLEARWARE DECORATING SYSTEM (stylized)	1,821,378	2/15/94

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 19, 1998 (the "Security Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A. (the "Bank"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Bank:

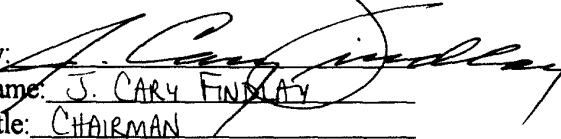
TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached Exhibit A	
	<u>Trademark Applications</u>	
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached Exhibit A	

The Obligors and the Bank hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

**CONSO PRODUCTS COMPANY**

By:   
Name: J. CARY FINDLAY  
Title: CHAIRMAN

Acknowledged and Accepted:

**NATIONSBANK, N.A., as Bank**

By:   
Name: WILLIAM A. SERENIUS  
Title: SENIOR VICE PRESIDENT

**EXHIBIT A**

**TRADEMARK REGISTRATIONS AND APPLICATIONS  
UNITED STATES**

**CONSO**

<b>TRADEMARK NUMBER</b>	<b>DESCRIPTION OF TRADEMARK ITEM</b>	<b>DATE OF TRADEMARK</b>
1,978,322	CONSO	06/04/96
1,978,323	CONSO (& design)	06/04/96
1,821,378	CLEARWARE DECORATING SYSTEM (& design)	02/15/94
Appl. No. 75/342,081	DUITALL FABRIC MASTER	Pending (Filed 8/18/97)
Appl. No. 75/301,897	CLAESSON	Pending (Filed 6/02/97)
Appl. No. 75/301,898	CLAESSON (& design)	Pending (Filed 6/02/97)

**TRADEMARK REGISTRATIONS AND APPLICATIONS  
FOREIGN**

**CONSO**

<b>TRADEMARK NUMBER</b>	<b>DESCRIPTION OF TRADEMARK ITEM</b>	<b>DATE OF TRADEMARK</b>	<b>COUNTRY</b>
TMA 434,408	DUITALL FABRIC MASTER	10/14/94	Canada