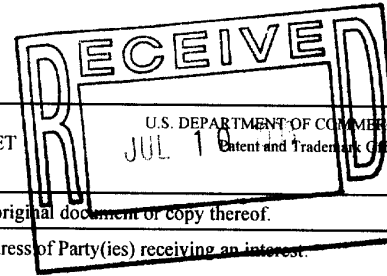


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7-7-98



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Y

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

<p>1. Name of Party(ies) conveying an interest:</p> <p>Simplicity Pattern Co., Inc. c/o Conso Products Company P.O. Box 326 Union, South Carolina 29379</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation <u>Delaware</u>  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>NationsBank, N.A., As Agent</u>  Street Address: <u>NationsBank Plaza</u>  Internal Address: <u>NC1-002-03-10</u>  City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation _____  <input checked="" type="checkbox"/> Other <u>national banking association</u></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u></p> <p>Effective Date: <u>June 19, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): See Attached Schedule A</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): See Attached Schedule A</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u>  Internal Address: <u>Moore &amp; Van Allen, PLLC</u>  Street Address: <u>2200 West Main Street, Suite 800</u>  City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>37</u></p> <p>7. Total fee (37 CFR 3.4): ..... \$ <u>940.00</u>  <input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number:  <u>13-4365</u>  (Attach duplicate copy of this form if paying by deposit account):</p>

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: 13

<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p> <p>07/13/1998 TTD11 00000254 2106457</p> <p>01 FC:481 02 FC:482</p> <p>40.00 DP 900.00 DP</p>	<p>CERTIFICATE OF MAILING</p> <p>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.</p> <p><u>Charles Herndon</u>  (Typed or printed name of person signing the certificate)</p> <p><u>[Signature]</u>  (Signature of the person signing the certificate)</p> <p><u>7-7-98</u>  (Date of Signature)</p>
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**Schedule A**

**Simplicity Pattern Company, Inc.  
U.S. Trademarks**

**Pending Applications**

<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>
SIMPLICITY	75/461,612	4/3/98
SIMPLICITY	75/461,611	4/3/98
SIMPLICITY	75/435,829	2/17/98
CUT SEW GO	75/284,693	5/1/97
THE PANEL PLACE	75/284,692	5/1/97
CREATIVE COOL - DESIGN 'N WEAR	75/170,977	9/27/96
TOTALLY TEDDY - DRESS 'N PLAY BEARS	75/167,542	9/17/96

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
DESIGN YOUR OWN	2,106,457	10/21/97
CAMP SIMPLICITY	2,065,951	5/27/97
SIMPLY THE BEST	1,914,892	8/29/95
SIMPLICITY DECOR	1,889,877	4/18/95
SIMPLICITY	1,844,474	7/12/94
PUMPKIN PUSS	1,819,900	2/8/94
YES I CAN	1,784,085	7/27/93
THE 2 HOUR EXPRESS	1,686,390	5/12/92
IT'S SO EASY IT'S SIMPLICITY	1,664,976	11/19/91
SIMPLICITY DOLL HOUSE	1,642,911	4/30/91
NEW LOOK	1,553,693	8/29/89
SIMPLICITY	1,482,464	3/29/88
SIMPLICITY HOUSE and Design	1,466,326	11/24/87
SIMPLICITY	1,426,278	1/27/87
SUPER SIMPLE	1,213,895	10/26/82
FUSS -FREE FIT	1,135,740	5/20/80
YES I CAN !	1,135,739	5/20/80
PICK-A-KNIT	1,102,664	9/19/78
E.S.P.	1,099,516	8/15/78
GO EVERY-WHERE and Design	1,088,706	4/4/78
SIMPLICITY PERSONAL FIT	816,384	10/4/66
JEFFY	805,145	3/8/66
QUICK MEASURE	684,574	9/1/59
SIMPLICITY (stylized)	514,739	9/6/49
SIMPLICITY	508,225	4/5/49
STYLE	891,787	5/26/70
STYLE AT HOME	1,899,797	6/13/95
STYLE MADE EASY	1,839,380	6/14/94

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 Obligors 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.

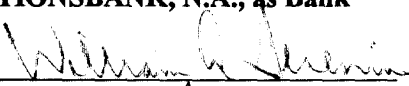
Very truly yours,

**SIMPLICITY PATTERN CO., INC.**

By:   
Name: LOUIS R. MORRIS  
Title: PRESIDENT AND CHIEF EXECUTIVE OFFICER

Acknowledged and Accepted:

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

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

**EXHIBIT A**

**TRADEMARK REGISTRATIONS AND APPLICATIONS  
UNITED STATES**

**SIMPLICITY**

<b>TRADEMARK NUMBER</b>	<b>DESCRIPTION OF TRADEMARK ITEM</b>	<b>DATE OF TRADEMARK</b>
2,065,951	CAMP SIMPLICITY	05/27/97
Appl. No. 75/170,977	CREATIVE COOL – DESIGN ‘N WEAR	NOA Issued 08/12/97
Appl. No. 75/284,693	CUT SEW GO	NOA Issued 05/19/98
2,106,457	DESIGN YOUR OWN	10/21/97
1,099,516	E.S.P.	8/15/98
1,135,740	FUSS-FREE FIT	05/20/80
1,088,706	GO EVERYWHERE (& design)	04/04/98
1,664,976	IT’S SO EASY IT’S SIMPLICITY	11/19/91
805,145	JIFFY	Registered: 03/08/66 Renewed: 03/11/86
1,553,693	NEW LOOK	08/29/89
1,102,664	PICK-A-KNIT	09/19/98
1,819,900	PUMPKIN PUSS	02/08/94
684,574	QUICK MEASURE	Registered: 09/01/59 Renewed: 09/01/79
508,255	SIMPLICITY (pattern periodical books/magazine)	Registered: 04/05/49 Renewed: 04/05/89
1,482,464	SIMPLICITY (craft kits)	03/29/88
1,844,474	SIMPLICITY (ironing boards covers and pads)	07/12/94
1,426,278	SIMPLICITY (sewing machine notions)	01/27/87
514,739	SIMPLICITY (patterns)	Registered: 09/06/49 Renewed: 11/07/89

<b>TRADEMARK NUMBER</b>	<b>DESCRIPTION OF TRADEMARK ITEM</b>	<b>DATE OF TRADEMARK</b>
Appl. No. 75/461,612	SIMPLICITY (poly-fiberfill)	Pending (Filed 04/03/98)
Appl. No. 75/461,611	SIMPLICITY (pillow forms)	Pending (Filed 04/03/98)
Appl. No. 75/435,829	SIMPLICITY (toy sewing machines)	Pending (Filed 02/17/98)
1,889,877	SIMPLICITY DÉCOR	04/18/95
1,642,911	SIMPLICITY DOLL HOUSE	04/30/91
1,466,326	SIMPLICITY HOUSE (& design)	11/24/87
816,384	SIMPLICITY PERSONAL FIT	Registered: 10/04/66 Renewed: 05/24/88
1,914,892	SIMPLY THE BEST	08/29/95
891,787	STYLE	Registered: 05/26/70 Renewed: 06/28/90
1,372,517	STYLE (home sewing patterns)	11/26/85
1,892,137	STYLE (home sewing catalogs)	05/02/95
1,899,797	STYLE AT HOME	06/13/95
1,839,380	STYLE MADE EASY	06/14/94
1,213,895	SUPER SIMPLE	10/26/82
Appl. No. 75/284,692	THE PANEL PLACE	NOA Issued 05/19/98
Appl. No. 75/167,542	TOTALLY TEDDY-DRESS 'N PLAY BEARS	NOA Issued 08/05/97
1,686,390	THE 2 HOUR EXPRESS (& design)	05/12/92
1,784,085	YES I CAN	07/27/93
1,135,739	YES I CAN (& design)	05/20/80

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TRADEMARK

REEL: 1752 FRAME: 0977

**TRADEMARK REGISTRATIONS AND APPLICATIONS  
FOREIGN**

**SIMPLICITY**

<b>TRADEMARK NUMBER</b>	<b>DESCRIPTION OF TRADEMARK ITEM</b>	<b>DATE OF TRADEMARK</b>	<b>COUNTRY</b>
1,592,528	IT'S SO EASY IT'S SIMPLICITY	02/23/96	Argentina
1,501,565	KNITTING & CROCHET WITH STYLE FROM SIMPLICITY	01/31/94	
1,485,208	SIMPLICITY	11/30/93	
13,453	SIMPLICITY	Renewed: 08/14/89	Aruba
A568418	IT'S SO EASY IT'S SIMPLICITY	11/27/91	Australia
A43,856	JIFFY	Renewed: 01/07/93	
A103004	SIMPLICITY	Renewed: 06/27/92	
A473663	SIMPLICITY	Renewed: 09/30/94	
Appl. No. 71,618	SIMPLICITY KIDS	Filed: 09/17/96	
B440202	STYLE	Renewed: 02/06/93	
11,221	SIMPLICITY	03/15/84	Bahamas
507,043	NEW LOOK	10/23/91	Benelux
71,916	SIMPLICITY	Registered: 10/28/71 Renewed: 05/28/97	

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TRADEMARK

REEL: 1752 FRAME: 0978

TRADEMARK NUMBER	DESCRIPTION OF TRADEMARK ITEM	DATE OF TRADEMARK	COUNTRY
816872570	NEW LOOK	03/22/94	Brazil
816872589	SIMPLICITY	06/07/94	
TMA409,516	IT'S SO EASY IT'S SIMPLICITY	03/12/93	Canada
TMA337,196	JEFFY	02/19/88	
TMA336,240	KNITTING WITH STYLE	01/15/88	
TMA457,461	NEW LOOK (& design)	05/24/96	
TMDA047,555	SIMPLICITY	Registered: 09/18/29 Renewed: 09/18/84	
TMA365,397	SIMPLICITY	02/16/90	
TMA338,296	SIMPLICITY	03/18/88	
TMDA047,556	SIMPLICITY	Registered: 09/18/29 Renewed: 09/18/84	
UCA017,780	SIMPLICITY	Registered: 12/04/91 Renewed: 12/04/86	
Appl. No. 082316500	SIMPLICITY KIDS	Allowed: 12/29/97	
399.054	IT'S SO EASY IT'S SIMPLICITY	12/22/92	Chile
399.053	SIMPLICITY	12/22/92	
Appl. No. 94042730	SIMPLICITY	Filed: 05/16/94	China (People's Republic)
863534	SIMPLICITY (In Chinese characters)	08/14/96	
37,562	SIMPLICITY	09/30/84	Dominican Rep.
37,590	SIMPLICITY	09/30/84	
Appl. No. 707,125	NEW LOOK	Pending (Filed 12/19/97)	



TRADEMARK NUMBER	DESCRIPTION OF TRADEMARK ITEM	DATE OF TRADEMARK	COUNTRY
Appl. No. 361,329	SIMPLICITY KIDS	Pending (Filed 09/26/96)	EC (Belgium, Holland, Denmark, France, Germany, Greece, Ireland, Italy, Spain, U.K.)
1,488,737	SIMPLICITY	Registered: 10/19/78 Renewed: 09/15/88	France
1,464,093	STYLE	Registered: 09/29/77 Renewed: 09/21/87	
Appl. No. 96/651,740	ELEGANCE	Registered: 11/21/96 (Reg. No. Pending)	
Appl. No. 97/699,607	NEW LOOK	Pending (Filed 10/15/97)	
93/484,969	SIMPLICITY	09/24/93	
93/468,486	SIMPLICITY	05/14/93	
858,928	SIMPLICITY	Registered: 07/09/66 Renewed: 02/09/96	Germany
662,756	SIMPLICITY	Registered: 07/10/50 Renewed: 10/31/90	
Appl. No. 4125/1994	SIMPLICITY	Filed: 1997	Hong Kong
144,512	SIMPLICITY	06/01/94	Hungary
337,730	SIMPLICITY	04/27/94	Indonesia
325,886	STYLE	01/09/95	
70,023	SIMPLICITY	Registered: 06/24/65 Renewed: 07/24/86	Ireland
546,459	SIMPLICITY	07/18/88	Italy
Appl. No. 93 2093 ROMA-UFFI- CENT.B	SIMPLICITY	Pending (Filed 06/25/93)	
B20,469	SIMPLICITY	Registered: 05/11/81 Renewed: 05/11/88	Jamaica

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TRADEMARK NUMBER	DESCRIPTION OF TRADEMARK ITEM	DATE OF TRADEMARK	COUNTRY
1,966,569	SIMPLICITY (In Katakana)	07/23/87 Renewal Application Filed: 07/02/97	Japan
3,163,965	SIMPLICITY	06/28/96	
973/59	SIMPLICITY	Renewed: 04/14/94	Malawi
Appl. No. 4285/94	SIMPLICITY	Filed: 1997	Malaysia
511,384	SIMPLICITY	03/10/95	Mexico
13246	SIMPLICITY	Registered: 07/24/84 Renewed: 04/05/94	Neth. Antilles
214,735	IT'S SO EASY IT'S SIMPLICITY	11/27/91	New Zealand
56672	SIMPLICITY	Renewed: 06/18/90	
80092	SIMPLICITY JIFFY	Renewed: 11/24/86	
267146	SIMPLICITY KIDS	Renewed: 09/17/96	
163659	STYLE	Registered: 02/10/86 Renewed: 05/19/95	
69398	SIMPLICITY	07/05/96	Norway
180,234	IT'S SO EASY IT'S SIMPLICITY	09/08/95	Paraguay
175,468	SIMPLICITY	12/30/94	
098,921	SIMPLICITY	08/26/92	Peru
62,553	SIMPLICITY	02/05/96	Philippines
7,588	SIMPLICITY	Registered: 01/05/50 Renewed: 01/05/90	Puerto Rico
27,470	STYLE	Registered: 10/07/86 Renewal Application Filed 05/15/97	

TRADEMARK NUMBER	DESCRIPTION OF TRADEMARK ITEM	DATE OF TRADEMARK	COUNTRY
13,707	SIMPLICITY	09/16/94	Russia
37,425	SIMPLICITY	Renewed: 07/06/86	Singapore
B91/10083	IT'S SO EASY IT'S SIMPLICITY	Renewed: 11/27/91	Rep. So. Africa
732/57	SIMPLICITY	Renewed: 03/09/91	
Appl. No. 13395/96	SIMPLICITY KIDS	Filed: 09/23/96	
87/9556	NEW LOOK	11/23/87	
B66/5158	STYLE	Renewed: 12/28/96	
1,788,189	SIMPLICITY	11/05/93	Spain
115.603	SIMPLICITY	Registered: 03/04/66 Renewed: 02/20/96	Sweden
686308	SIMPLICITY	08/01/95	Taiwan (R.O.C.)
14644	SIMPLICITY	03/30/84	Trin. & Tobago
1,017,244	MAUDELLA NEW LOOK	Registered: 09/07/73 Renewed: 09/28/94	United Kingdom
B1,483,359	IT'S SO EASY IT'S SIMPLICITY	11/22/91	United Kingdom
676,635	SIMPLICITY	Registered: 02/01/49 Renewed: 02/11/98	
888,049	SIMPLICITY JIFFY	Registered: 12/09/65 Renewed: 02/18/87	

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TRADEMARK LIB: CH

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<b>TRADEMARK NUMBER</b>	<b>DESCRIPTION OF TRADEMARK ITEM</b>	<b>DATE OF TRADEMARK</b>	<b>COUNTRY</b>
1,033,489	JIFFY	Renewed: 08/01/95	
1,033,489	STYLE	Registered: 08/01/74 Renewed: 09/20/95	
B900,125	STYLE	Registered: 10/05/66 Renewed: 12/16/87	
508,225	SIMPLICITY	Registered: 04/12/84 Renewed: 04/05/89	Virgin Islands
973/59	SIMPLICITY	Renewed: 04/14/94	Zambia

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LIB: CH

TRADEMARK

REEL: 1752 FRAME: 0983

# MOORE & VAN ALLEN, PLLC

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PLEASE REPLY TO:  
P. O. BOX 3843  
DURHAM, NORTH CAROLINA 27702-3843  
<http://www.mvalaw.com>

OTHER OFFICES:  
CHARLOTTE, NC  
RALEIGH, NC  
CHARLESTON, SC

July 7, 1998

Commissioner of Patents and Trademarks  
**BOX ASSIGNMENTS**  
Washington, D.C. 20231

**Via Certified Mail**  
**Z 032 466 338**

**Re: Recordation of Notice of Grant of Security Interest in Trademarks.**

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed June 19, 1998 between Simplicity Pattern Co., Inc. and NationsBank, N.A., As Agent;
3. Check No. 26413 in the amount of Nine Hundred Forty Dollars (\$940.00);
4. A receipt acknowledgment Post Card.

Sincerely yours,

MOORE & VAN ALLEN, PLLC



Mark H. Webbink

#### 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, BOX ASSIGNMENTS, Washington, DC 20231.

Chris Henderson  
(Typed or printed name of person signing the certificate)

Ch Henderson  
(Signature of the person signing the certificate)

7-7-98  
(Date of Signature)