

10-02-1998

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

1. Name of conveying party(ies):

Terry Products, Inc.
Drawer 108
200 Ruth Avenue
Kannapolis, NC 28082

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State DE
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 8/31/98

2. Name and address of receiving party(ies):

Name: BNY Financial Corporation

Internal Address: 1290 Avenue of the Americas

Street Address: 1290 Avenue of the Americas

City: New York State: NY ZIP: 10104

☐ Individual(s) citizenship _____☐ Association _____☐ General Partnership _____☐ Limited Partnership _____☒ Corporation-State NY☐ Other _____If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from Assignment)

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: Federal Research Corp

Internal Address:

10/01/1998 JSHADAZZ 00000122 1650479

01 FC:481
02 FC:48240.00 OP
475.00 OP

Street Address: 400 Seventh St NW

Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved:

20

7. Total fee (37 CFR 3.41):

☐ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page 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

Daphne E. Schmitt

Name of Person Signing

Signature

September 25, 1998

Date

4

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

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 31, 1998, by and among TERRY PRODUCTS, INC. and BNY FINANCIAL CORPORATION.

I. U.S. Federal Registrations

<u>MARK</u>	<u>Registration No. or Application No.</u>	<u>Issue Date</u>
TERRY (stylized)	1,650,479	7/9/91
GROW-A-GIFT	1,636,221	2/26/91
TRIPLETS	2,015,880	11/12/96
HOBBY HORSE (logo)	1,700,610	7/14/96
SASSY SAYINGS	1,919,883	9/15/95
COUNTRY BABY	2,122,090	12/16/97
US WEAR	1,796,417	10/5/93
SPARKLE	1,918,043	9/12/93
SPARK PLUG	1,786,190	8/3/93
HER MAJESTY & CROWN LOGO	690,592	
HER MAJESTY & DESIGN	1,187,692	
HER MAJESTY & DESIGN	1,134,708	
LOVE UNIVERSITY	1,411,424	
LOVE UNIVERSITY & DESIGN	1,409,574	
JUST JODIE	1,676,832	
BELLISSIMA	641,445	
DREAMAWAY	1,559,933	
DREAMAWAY	769,971	
JOIDE ARDEN	1,460,141	
JODIE ARDEN (STYLIZED)	1,193,673	

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, TERRY PRODUCTS, INC., a corporation formed under the laws of Delaware, located at Drawer 108, 200 Ruth Avenue, Kannapolis, North Carolina 28082 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to BNY Financial Corporation ("Lender"), located at 1290 Avenue of the Americas, New York, New York 10104, pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

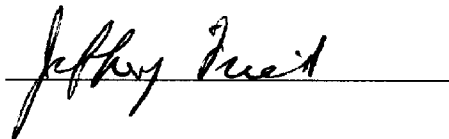
WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.


Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
August 31, 1998

Witness:

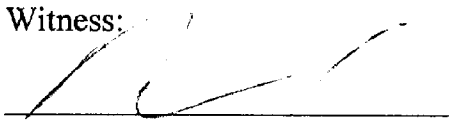



BNY FINANCIAL CORPORATION

By: 
Name: Andrew Rogow
Its: Senior Vice President

TERRY PRODUCTS, INC.

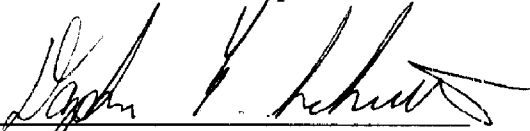
Witness:



By: 
Name: M.A. Kraft
Its: President

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

On this 3rd day of August, 1998, before me personally came M.A. Kraft to me known, who, being by me duly sworn, did depose and say that he is the President of Terry Products, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

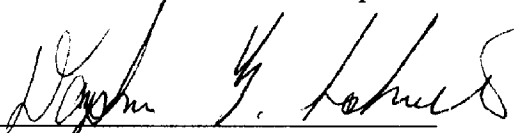


Notary Public

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

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, 1999

On this 3rd day of August, 1998, before me personally came Andrew Rogow to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of BNY Financial Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.



Notary Public

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, 1999