

MRP 10-13-98

Form PTO-1594

11-04-1998



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VER SHEET U.S. Department of Commerce
NLY Patent and Trademark Office

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

1. Name of conveying party(ies):
Fourth Venture, Inc. to be known as Uniek, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State Wisconsin Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Grant of Security Interest Change of Name
 Other

Execution Date: July 22, 1998

2. Name and address of receiving party(ies):
 Name: Firstar Bank Milwaukee, N.A. 11: 56
 Internal Address:
 Street Address: 777 East Wisconsin Avenue
 City: Milwaukee State: WI Zip: 53202
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 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 names(s) & address(es) attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Additional numbers

B. Trademark registration No.(s)
 1,290,116 2,117,105
 1,315,905
 attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Derek C. Stettner
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 North Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[3]
 7. Total fee (37 CFR 3.41):\$ 90.00
 Enclosed
 Authorized to be charged to deposit account for any deficiency
 8. Deposit account number: 07-1509
 (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.

Derek C. Stettner
 Name of Person Signing

Signature

18 August 1998

Date

11/02/1998 DNGUYEN 00000295 1290116

Total Number of pages comprising cover sheet: [3]

01 FC:481
02 FC:482

40.00 DP
50.00 DP

TRADEMARK
REEL: 1807 FRAME: 0114

GRANT OF SECURITY INTEREST IN TRADEMARKS

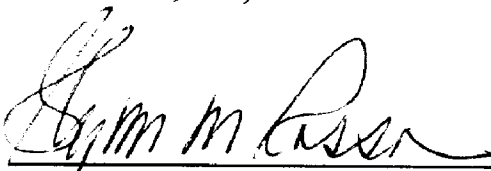
WHEREAS, Fourth Venture, Inc., a Wisconsin corporation to be known as Uniek, Inc. after the date hereof ("Owner"), owns certain trademarks that are the subject of certain trademark registrations, applications for trademark registration, or common law rights as described in the attached schedule (hereinafter referred to as the "Trademarks"); and

WHEREAS, Owner has agreed to grant to Firststar Bank Milwaukee, N.A., for itself and as agent (the "Secured Party"), a security interest in the Trademarks identified herein to secure debts, obligations, and liabilities of Owner to Secured Party and certain other banks, as more fully described arising under a certain Security Agreement dated as of July 22, 1998 (collectively, the "Obligations").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, and to secure payment of the Obligations, Owner hereby irrevocably grants a security interest in favor of Secured Party in and with respect to the entire right, title, and interest of Owner in the Trademarks identified herein, together with the goodwill of the business symbolized by said Trademarks and warrants to Bank that Owner owns all right, title, and interest in and to said Trademarks free and clear of all security interests, liens, and encumbrances, except for the security interest granted herein, and that Owner has all requisite power and authority to grant such security interest.

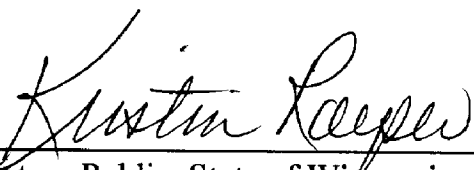
IN WITNESS WHEREOF, an authorized officer or agent of Owner hereby executes this Grant of Security Interest in Trademarks as of the 22nd day of July, 1998.

FOURTH VENTURE, INC. (to be known as Uniek, Inc.)

By: 
Glynn M. Rossa, Treasurer

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

Before me personally appeared Glynn M. Rossa, to me known to be the Treasurer of Fourth Venture, Inc., a Wisconsin corporation to be known as Uniek, Inc., who signed the foregoing instrument in my presence and made oath before me to the allegations set forth therein as being under oath on the 22nd day of July, 1998.


Notary Public, State of Wisconsin
My Commission: to permanent

SCHEDULE OF TRADEMARKS

REGISTERED TRADEMARKS

Trademark	Registration No.	Goods and Services
NEEDLOFT	1,290,116	Yarn
QUICK-COUNT	1,315,905	Plastic Needlepoint Canvas
THE ORIGINAL 3-D DECOUPAGE	2,117,105	Hobby craft kits comprising pre-cut cards for arrangement into multi-layer assemblies, and framing and display materials for said assemblies, all sold as a unit.

MW2-141558-2