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To the Honorable Commissioner of Patents :

101272171

original documents or copy thereof.

1. Name of conveying party(ies):
 TP Asset Acquisition Corp.
 200 Ruth Avenue
 Kannapolis, North Carolina 28082

*MRO
2-18-00*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

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

2. Name and address of receiving party(ies):
 Name: GMAC Commercial Credit LLC
 Internal Address: _____
 Street Address: 1290 Avenue of the Americas
 City: New York State: NY ZIP: 10104

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other New York Limited Liability Company

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

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 8, 1999

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corporation
 Internal Address: _____
 Street Address: 400 Seventh Avenue, N.W., Suite 101
 City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41): \$515⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

02/22/2000 DCOATES 00000053 1650479

DO NOT USE THIS SPACE

01 FC:481 40.00 UP
02 FC:482 475.00 UP

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

Kim Brathwaite
 Name of Person Signing

Kim Brathwaite 2/8/00
 Signature Date

Total number of pages including coversheet, attachments and document: 5

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 8, 1999, by and between TP Asset Acquisition Corp. and GMAC COMMERCIAL CREDIT LLC.

<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>
Terry (Stylized)	USA	1,650.479
Grow-a-Gift	USA	1,636.221
	China	634.678
Triplets	USA	2,015.880
	China	634.677
	Japan	4,248.344
Hobby Horse (logo)	USA	1,700.610
Sassy Savings	USA	1,919.883
Country Baby	USA	2,122.090
U.S. Wear	USA	1,796.417
Sparkle	USA	1,918.043
Spark Plugs	USA	1,786.190
Her Majesty & Crown Logo	USA	690.592
Her Majesty & Design	USA	1,187.692
Her Majesty & Design	USA	1,134.708
Love University	USA	1,411.424
Love University & Design	USA	1,409.574
Just Jodie	USA	1,676.832

<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>
Bellissima	USA	641.445
Dreamaway	USA	1,559.933
Dreamaway	USA	769.971
Jodie Arden	USA	1,460.141
Jodie Arden (Stylized)	Canada	365.609
Jodie Arden (Stylized)	USA	1,193.673

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, TP Asset Acquisition Corp., a corporation formed under the laws of Delaware, located at 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 GMAC Commercial Credit LLC ("Lender"), located at 1290 Avenue of the Americas, New York, New York 10104, pursuant to (i) a certain Accounts Receivable Management 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

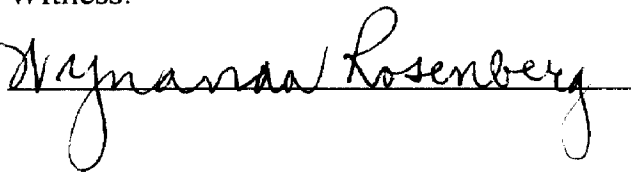
WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

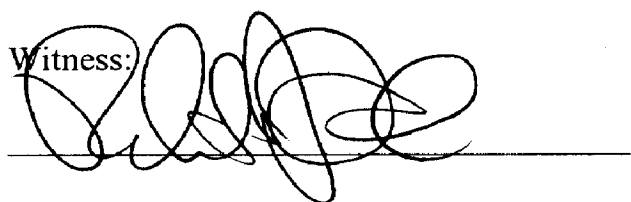
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, 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.

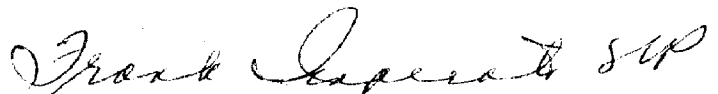
Dated: New York, New York
December 8, 1999

Witness:

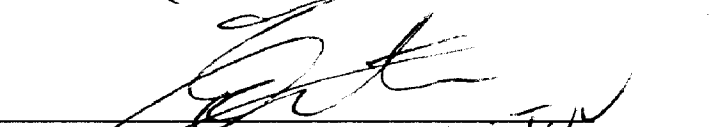


Witness: 

GMAC COMMERCIAL CREDIT LLC

By: 
Name: Frank Imperato
Title: SVP

TP ASSET ACQUISITION CORP.

By: 
Name: Dan C. Eitzen
Title: President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

On this 3rd day of December, 1999, before me personally came Don C. Glitew to me known, who, being by me duly sworn, did depose and say that he/she is the President of TP Asset Acquisition Corp., the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the board of directors of said corporation.

Kelly A. Van Tine
Notary Public

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

KELLY A. VAN TINE
Notary Public, State of New York
No. 4939722
Qualified in New York County
Commission Expires August 15, 2000

On this 8 day of December, 1999, before me personally came Frank Imperato to me known, who, being by me duly sworn, did depose and say that he/she is the Vice Pres. of GMAC Commercial Credit LLC, the limited liability company described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto on behalf of said limited liability company.

Wynanda Rosenberg
Notary Public

WYNANDA ROSENBERG
NOTARY PUBLIC, State of New York
No. 31-4519486
Qualified in New York County
Commission Expires March 30, 2000