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To the Honorable Commissioner of Pat

ched original documents or copy thereof.

1. Name of conveying party(ies):

DW Acquisition Corporation
245 Newtown Road
Plainview, New York 11803

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

- Association
- Limited Partnership

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

3. Nature of conveyances:

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

Execution Date: March 29, 2000

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

Name: IBJ Whitehall Business Credit Corporation, as Agent

Internal Address: _____

Street Address: One State Street

City: New York State: NY ZIP: 10004

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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.(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 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:

5

7. Total fee (37 CFR 3.41): \$ 140⁰⁰

- 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

Stephanie Sciara Glaser
Name of Person Signing

Stephanie Sciara Glaser
Signature

4/7/2000
Date

Total number of pages including coversheet, attachments and document:

4

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 27, 2000, by and between DW Acquisition Corporation, as Borrower, and IBJ Whitehall Business Credit Corporation, as Agent.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
835,644	9/19/67	Logo
872,754	7/8/69	Decorators Walk
2,328,605	3/14/00	DW
2,328,606	3/14/00	DW Decorators Walk & Design
1,420,087	12/9/86	Museum Classics

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, DW Acquisition Corporation, a corporation formed under the laws of Delaware, located at 245 Newtown Road, Plainview, New York 11803 ("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

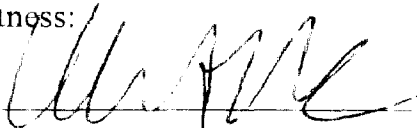
WHEREAS, Borrower is obligated to IBJ Whitehall Business Credit Corporation ("IBJWBCC") and various other financial institutions (together with IBJWBCC, collectively, the "Lenders") and IBJWBCC as agent for Lenders (in such capacity, "Agent") pursuant to (i) a certain Revolving Credit and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (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 Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

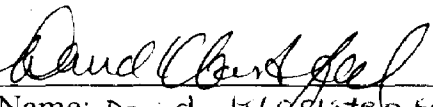
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, 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.

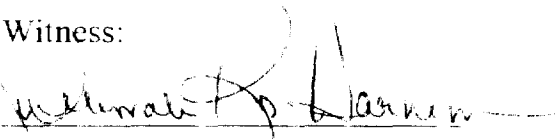
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements

Dated: New York, New York
March 2nd, 2000

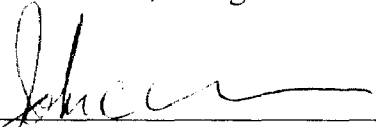
Witness:


DW ACQUISITION CORPORATION

By: 
Name: David Klugstein Feld
Its: President / Chief Executive Officer

Witness:


IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent

By: 
Name: John C. Williams
Its: Vice President

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

On this 27 day of March, 2000, before me personally came David Klaristenfeld, to me known, who, being by me duly sworn, did depose and say that s/he is the President/CEO of DW Acquisition Corporation, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

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

On this 27 day of March, 2000, before me personally came John C. Williams to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of IBI Whitehall Business Credit Corporation, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000