

04-28-2000



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U.S. Patent & TMO/ TM Mail Rpt Dt. #22

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

4.7.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

04/28/2000 DCOATES 00000087 143619

01 FC:481

02 FC:482

40.00 DP

606.00 DP

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

TRADEMARK
REEL: 002066 FRAME: 0095

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	*See Exhibit A attached here to and incorporated herein.		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

David B. Fountain, Esq.

Name of Person Signing

Signature

3/30/2000

Date Signed

Recordation Form Cover Sheet, Continued**Conveying Party: BankBoston, N.A.****Date: December 21, 1999**

**Exhibit A to
Recordation Form Cover Sheet
Trademarks Only**

[Application Number(s) or Trademark Number(s) Continued]

LIST OF TRADEMARKS

	Patent Name	Registration Number
1	Triangle "F" Design	143619
2	Rosetta	2,002,549
3	Triangle "F" Design	1,141,072
4	Vari-Low	1,151,553
5	The Parlour Fan	1,155,478
6	Master Vac	1,183,544
7	The Master Vac by Fasco and Design	1,200,876
8	Savannah	1,220,754
9	World's Fair	1,220,758
10	The Olde South Fan	1,230,994
11	The Charleston Fan	1,242,695
12	Liberty Collection	1,484,170
13	Power Cat	1,236,168
14	Super Cat	1,310,983
15	The Heat Cycler	1,356,457

Document Number: 337898.1

**TRADEMARK
REEL: 002066 FRAME: 0097**

	Patent Name	Registration Number
16	Swirlwind	1,403,029
17	Lo Zone	1,429,147
18	Great Room	1,466,285
19	Ultra Fan	1,483,268
20	Hang Safe	1,483,998
21	Home Builder	1,634,755
22	Porch Fan and Design	1,635,863
23	Transflo	903,875
24	Spartan	1,863,551
25	Gillespie	1,967,513

PARTIAL TERMINATION AND RELEASE
OF
TRADEMARK
COLLATERAL SECURITY AND PLEDGE AGREEMENT

THE RIVAL COMPANY

PARTIAL TERMINATION AND RELEASE OF TRADEMARK COLLATERAL SECURITY AND PLEDGE AGREEMENT, dated as of December 21, 1999, between **THE RIVAL COMPANY**, a Delaware corporation having its principal place of business at 800 E. 101st Terrace, Kansas City, Missouri 64131 (the "Assignor") and **BANKBOSTON, N.A.**, a national banking association with an office at 100 Federal Street, Boston, Massachusetts 02110, as agent (hereinafter in such capacity, the "Agent") under the Trademark Agreement (as defined herein).

WHEREAS, the Assignor and the Agent entered into a Trademark Collateral Security and Pledge Agreement, dated as of February 5, 1999 (as amended and in effect from time to time, the "Trademark Agreement"), which Trademark Agreement was recorded with the United States Patent and Trademark Office at Reel 001902, Frame 0532 for the purpose of securing payment and performance of the Assignor's and certain other parties' obligations under the Amended and Restated Revolving Credit and Term Loan Agreement, dated as of February 5, 1999 (as amended and in effect from time to time, the "Credit Agreement") among The Holmes Group, Inc., formerly known as Holmes Products Corp. ("Holmes"), the Assignor, the other Borrowers (as defined in the Credit Agreement), the Agent, the Banks (as defined in the Credit Agreement) and the other parties thereto;

WHEREAS, pursuant to the Credit Agreement, the Security Agreement (as defined in the Credit Agreement) and the Trademark Agreement, the Assignor granted to the Agent a continuing security interest in and first priority lien on all of the Pledged Trademarks (as defined in the Trademark Agreement and collectively known hereinafter as the "Trademarks"), and pledged, mortgaged, and hypothecated (but did not transfer title to) the Trademarks to the Agent; and

WHEREAS, the Assignor, in connection with the sale of its Industrial and Building Supply Divisions, wishes to transfer all of its right, title and interest in and to certain of the Trademarks which are identified on Exhibit A attached hereto (the "Subject Trademarks") to The Marley Company (the "Buyer") pursuant to the Agreement of Purchase and Sale of Assets, dated as of December 21, 1999, between the Assignor, the Buyer, Holmes and certain other parties; and

WHEREAS, the Agent has agreed to terminate and release its security interest and its right, title and interest in the Subject Trademarks identified on Exhibit A attached hereto as herein provided;

Trademarks

Trademark	Status	Country	Reg. No.	Reg. Date
TRIANGLE "F" DESIGN	Registered	Canada	143619	1/21/96
ROSETTA	Registered	United States	2,002,549	9/24/96
TRIANGLE "F" DESIGN	Registered	United States	1,141,072	11/4/80
VARI-LOW	Registered	United States	1,151,553	4/21/81
THE PARLOUR FAN	Registered	United States	1,155,478	5/26/81
MASTER VAC	Registered	United States	1,183,544	12/29/81
THE MASTER VAC BY FASCO AND DESIGN	Registered	United States	1,200,876	7/13/82
SAVANNAH	Registered	United States	1,220,754	12/21/82
WORLD'S FAIR	Registered	United States	1,220,758	12/21/82
THE OLDE SOUTH FAN	Registered	United States	1,230,994	3/15/83
THE CHARLESTON FAN	Registered	United States	1,242,695	6/21/83
LIBERTY COLLECTION	Registered	United States	1,484,170	4/12/88
POWER CAT	Registered	United States	1,236,168	5/3/83
SUPER CAT	Registered	United States	1,310,983	12/25/84
THE HEAT CYCLER	Registered	United States	1,356,457	8/27/85
SWIRLWIND	Registered	United States	1,403,029	7/29/86
LO ZONE	Registered	United States	1,429,147	2/17/87
GREAT ROOM	Registered	United States	1,466,285	11/24/87
ULTRA FAN	Registered	United States	1,483,268	4/5/88
HANG SAFE	Registered	United States	1,483,998	4/12/88
HOME BUILDER	Registered	United States	1,634,755	2/12/91
PORCH FAN AND DESIGN	Registered	United States	1,635,863	2/19/91
TRANSFLO	Registered	United States	903,875	12/8/70
SPARTAN	Registered	United States	1,863,551	11/22/94
GILLESPIE	Registered	United States	1,967,513	4/9/96

**Exhibit A to
Recordation Form Cover Sheet
Trademarks Only**

[Application Number(s) or Trademark Number(s) Continued]

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