



101781074

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

1. Name of conveying party(ies):
O'BRYAN BROTHERS, INC.

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

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

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

Execution Date: June 19, 2001

2. Name and address of receiving party(ies):
Name: WELLS FARGO BUSINESS CREDIT, INC.
Street Address: 100 East Wisconsin Avenue
Internal Address: Suite 1400, MAC N9811-143
City: Milwaukee State: WI Zip: 53202

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Minnesota
 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 Exhibit A

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

See Exhibit A

Additional numbers attached? Yes No

Handwritten: KMD 7/10/01

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William K. Baxter
Godfrey & Kahn, S.C.
Street Address: 780 North Water Street
City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[11]

7. Total fee (37 CFR 3.41):\$290.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

07/17/2001 DBYRME 00000243 76217046

01 FC:481 40.00 OP
02 FC:482 250.00 OP



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.

William K. Baxter *William K. Baxter* 7/10/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, document, and attachments: [3]

Exhibit A

MARK	COUNTRY/STATE	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	OWNER
CLIMATESMART	US	76/217,046	02/27/01	Pending	O'Bryan Bros., Inc.
CUDDLES AND DUDLEY	US	76/062,989	05/19/00	Pending	O'Bryan Bros., Inc.
	US	76/058,074	05/26/00	Pending	O'Bryan Bros., Inc.
LEG SKINS	US	75/924,061	02/22/00	Pending	O'Bryan Bros., Inc.
SOFT & CUDDLY	US	75/921,279	02/16/00	Pending	O'Bryan Bros., Inc.
WARM & CUDDLY	US	75/895,876	01/12/00	Pending	O'Bryan Bros., Inc.
COTTON ISSUES	US	2,214,853	12/29/98	Registered	O'Bryan Bros., Inc.
CUDDL SILKS	US	1,940,253	12/05/95	Registered	O'Bryan Bros., Inc.
GLENFLORA	US	1,870,629	12/27/94	Registered	O'Bryan Bros., Inc.
CUDDL KIDS	US	1,876,003	01/24/95	Registered	O'Bryan Bros., Inc.
	US	1,867,045	12/13/94	Registered	O'Bryan Bros., Inc.
CUDDLE DUDDS (Stylized)	Minnesota	23,590	03/24/95	Registered	O'Bryan Bros., Inc.

**NOTICE OF GRANT OF SECURITY AGREEMENT
IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Trademark Security Agreement dated as of June 19, 2001 (the "Security Agreement"), by O'BRYAN BROS., INC. (the "Debtor") and WELLS FARGO BUSINESS CREDIT, INC. (the "Secured Party"), the Debtor has granted to the Secured Party a continuing security interest in and continuing lien upon the trademark registrations and/or trademark applications listed in **Exhibit A**, hereto.

The Secured Party, hereby acknowledges that the security interest in the foregoing trademark registrations and/or trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark registrations or trademark applications.

Very truly yours,

WELLS FARGO BUSINESS CREDIT, INC.

By: Melissa L. Dreifuerst
Name: Melissa L. Dreifuerst
Title: Vice President