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101886667

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

1. Name of conveying party(ies):

C-BATES, LLC

10-16-01

- Individual(s)
- General Partnership
- Corporation-State
- Other Connecticut Limited Liability Company

Additional names(s) of conveying party(ies) Yes No

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

Name: Fleet National Bank

Internal Address: _____

Street Address: 157 Church Street, 26th Floor

City: New Haven State: CT ZIP: 06510

- Individual(s) citizenship _____
- Association National Banking Association

General Partnership _____

Limited Partnership _____

Corporation-State _____

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: September 27, 2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/169,607

76/260,794

16

Additional numbers

B. Trademark Registration No.(s)

403,531

1,537,219

1,780,056

788,572

1,519,571

756,156

1,304,550

1,702,525

756,216

Yes No

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

Name: Melvin I. Stoltz

Internal Address: _____

Street Address: 51 Cherry Street

City: Milford

State: CT ZIP: 06460

6. Total number of applications and registrations involved:.....

30

7. Total fee (37 CFR 3.41):.....\$ 765.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4512

DO NOT USE THIS SPACE

10/25/2001 DBYRME 00000269 76169607

01 FC:481
02 FC:482

40.00 00
725.00 00

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.

Melvin I. Stoltz

Name of Person Signing

Signature

October 9, 2001

Date

8

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002389 FRAME: 0528

TRADEMARK REGISTRATION NO.(S) CONTINUED

957,906
933,352
1,193,016
1,634,663
1,048,194
978,680
1,717,377
1,695,701
1,376,646
1,246,060
1,732,513
1,364,002
1,720,334
1,507,857
1,448,173
1,554,416
323,691
1,838,561
788,576

NOTICE OF GRANT OF SECURITY
INTEREST IN PATENTS AND TRADEMARKS

The undersigned, C-BATES, LLC, a Connecticut limited liability company, having its chief executive office and principal place of business at 100 Trap Falls Road Extension, Shelton, Connecticut 06484 (the "Grantor"), has, on the date hereof, granted to Fleet National Bank, a national banking association organized and existing under the laws of the United States of America, having a banking office at 157 Church Street, 26th Floor, New Haven, Connecticut 06510 (the "Lender"), a continuing first priority lien and security interest in:

- (i) all of Grantor's right, title and interest, present and future, in and to (a) all letters of patent of the United States or any other country, all right, title and interest therein and thereto, and all registrations and recordings thereof, including, without limitation, applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States and/or any State thereof or any other country or any political subdivision thereof, all whether now owned or hereafter acquired by Grantor, including the registered patents of Grantor described on Schedule A attached hereto; and (b) all reissues, continuations, continuations-in-part or extensions thereof and all licenses thereof; and all proceeds of the foregoing and all proceeds of insurance on the foregoing; and

- (ii) all of Grantor's right, title and interest, present and future, in and to (a) all trademarks, trade names, trade styles, service marks, prints and labels on which said trademarks, trade names, trade styles and service marks have appeared or appear, designs of like nature, now existing or hereafter adopted or acquired, all right, title and interest therein and thereto, and all registrations and recordings thereof, including, without limitation, the United States Patent and Trademark Office or in any other similar office or agency of the United States, any State thereof, or any other country or any political subdivision thereafter, all whether now owned or hereafter acquired by Grantor, including the registered trademarks and pending trademarks described on Schedule B attached hereto (collectively, the "Trademarks"); (b) all reissues, extensions or renewals thereof and all licenses thereof; and (c) all goodwill of the business symbolized by each of the Trademarks, and all customer lists and other records of Grantor relating to the distribution of products bearing the Trademarks; and all proceeds of the foregoing and all proceeds of any insurance on the foregoing;

pursuant to the terms of a certain Second Amended and Restated Loan and Security Agreement dated effective as of June 30, 2000, as amended effective as of May 31, 2001 and as of the date hereof, by and among Grantor, Grantor's affiliate, The W.E. Bassett Company, a Connecticut

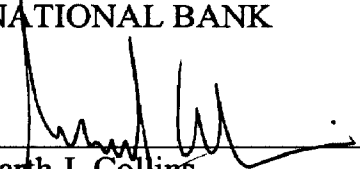
corporation, and Lender (the "Amended Loan and Security Agreement"), to secure Grantor's joint and several indebtedness to Lender under the terms of the Amended Loan and Security Agreement.

Dated this 27th day of September, 2001.

C-BATES, LLC

By: 
William C. Bassett
Its Manager

FLEET NATIONAL BANK

By: 
Garth J. Collins
Its Senior Vice President

SCHEDULE A

REGISTERED PATENTS

Patent No. 4,764,362 held by C-BATES, LLC (by assignment from Pacer Technology) originally registered with the United States Patent and Trademark Office on August 16, 1988, entitled NAIL-CONDITIONING EMERY BOARDS AND PROCESS FOR MAKING THEM.

Patent No. 4,813,976 held by C-BATES, LLC (by assignment from Pacer Technology) originally registered with the United States Patent and Trademark Office on March 21, 1989, entitled NAIL-CONDITIONING EMERY BOARDS AND PROCESS FOR MAKING THEM.

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
BATES	403,531
BATH-PAC	788,572
BUFF N' GLOW	1,304,550
COLOR WORKS	1,537,219
COLORS	1,519,571
COLORS	1,702,525
COSMETCO	1,780,056
DIAMON DEB	756,156
DIAMON DEB	756,216
DIAMON DEB	957,906
DIAMON GLAZE	933,352
FILETTE	1,193,016
GEAR & BLOCK	1,634,663
KURLASH	1,048,194
KURLASH	978,680
MOTHER'S CHOICE	1,717,377
MR. DEL ORO	1,695,701
MR. MUSTACHE	1,376,646
OVERNIGHT'R	1,246,060
PRESTIGE	1,732,513
PRONAIL & DESIGN	1,364,002
QUARTET	1,720,334
SIGNATURE	1,507,857
THE COURIER	1,448,173

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
THE OVERNIGHTER	1,554,416
TWISSORS	323,691
ULTRA	1,838,561
VALET-PAC	788,576

PENDING TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
WILDERNESS	76/169,607
YIKES "I LOVE IT!"	76/260,794