



Tab settings =>=>=>

101896427

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

1. Name of conveying party(ies):

Princess House, Inc.
470 Myles Standish Blvd.
Taunton City, MA 02780

11-13-01

- 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: October 17, 2001

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

Name: IBJ Whitehall Business Credit Corporation, 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)

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

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

Additional Name(s) & address(es) attached? Yes No

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: _____

Internal Address: Feedfax

Crystal Plaza One
Suite 1207
2001 Jefferson Davis Hwy.
Arlington, Virginia 22202

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41):

\$ 415⁰⁰

- 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

Rafael Beaumont
Name of Person Signing

Rafael Beaumont
Signature

Nov. 7, 2001
Date

Total number of pages including coversheet, attachments and document:

4

11/15/2001 6TON11 00000102 2139751

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

01 FC:481

40.00 DP

375.00 DP

02 FC:482

TRADEMARK
REEL: 002395 FRAME: 0988

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 17, 2001, by and between Princess House, Inc. and IBJ Whitehall Business Credit Corporation, as Agent.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
1. 2139751	February 24, 1998	AMERICAN ROSE
2. 2272894	August 24, 1999	ART GALLERY COLLECTION
3. 2366532	July 11, 2000	CONTEMPORARY ELEGANCE
4. 1964639	March 26, 1992	CRYSTAL CASUALS
5. 2449764	May 8, 2001	CRYSTAL SAPPHIRE
6. 2012401	October 29, 1996	CRYSTAL TREASURES
7. 2278040	September 14, 1999	EASY IDEAS
8. 2325539	March 7, 2000	EASY LIVING WITH STYLE
9. 2162793	June 2, 1998	GARDEN MIST
10. 2231245	March 9, 1999	MOMENTS OF PRIDE COLLECTION
11. 2427544	February 6, 2001	VERANDA
12. 1885940	March 28, 1995	PRINCESS HOUSE
13. 2484842	September 4, 2001	UN ESTILO DE VIDA Y ELEGANTE
14. 76/038,423	May 2, 2000	CONTEMPORARY ELEGANCE FLORAL DESIGN
15. 76/110,669	August 16, 2000	FANTASIA
16. 76/038,210	May 2, 2000	IDEAS SENCILLAS

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Princess House, Inc., a corporation formed under the laws of Delaware, located at 470 Myles Standish Boulevard, Tauton, Massachusetts ("Princess"), 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, Princess and Princess House Manufacturing, Inc., ("PHM" and together with Princess, collectively, the "Borrowers") are obligated to IBJ Whitehall Business Credit Corporation ("IBJWBCC"), various other financial institutions (together with IBJWBCC, collectively, "Lenders") and IBJWBCC as agent for Lenders ("Agent") pursuant to a certain (i) Revolving Credit, Term Loan and Security Agreement, dated September 9, 1994, among Agent, Lenders and Borrowers and (ii) Trademark Collateral Security Agreement, dated September 9, 1994, between Agent and Princess (as amended by Amendment No. 1 dated as of the date hereof and as each have been and may further be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

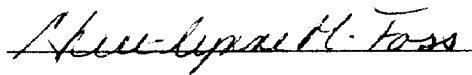
WHEREAS, pursuant to the Agreements, Princess is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Princess 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.

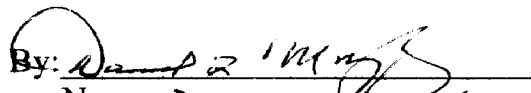
Princess expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
October 17, 2001

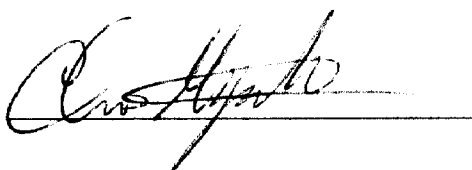
Witness:



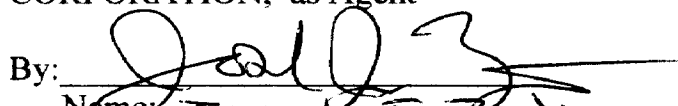
PRINCESS HOUSE, INC.

By: 
Name: Daniel L. Murphy
Its: Vice President

Witness:



IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent

By: 
Name: Joseph J. Zentler
Its: Vice President

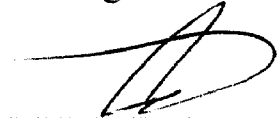
STATE OF Mass)
 : ss.:
COUNTY OF Bristol)

On this 17 day of October, 2001, before me personally came Daniel Murphy to me known, who, being by me duly sworn, did depose and say that s/he is the vice president of Princess House, Inc., 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.

Patricia A. Linnor
Notary Public
My Comm exp. 4/18/2005

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

On this _____ day of October, 2001, before me personally came Joseph Zayas to me known, who, being by me duly sworn, did depose and say that s/he is the vice President of IBJ 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.


Notary Public
Notary Public for the State of New York
My Comm. Expires 2/2002