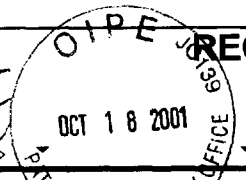


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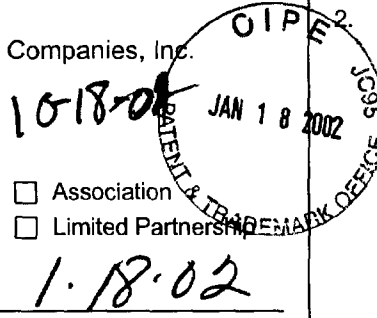


101984444

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Princess House, Inc., f/k/a: PH Companies, Inc.
470 Myles Standish Blvd.
Taunton City, MA 02780

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



2. Name and address of receiving party(ies):
Name: IBJ Whitehall Business Credit Corporation, as Agent
f/k/a: IBJ Schroder Bank & Trust Company
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 _____

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

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

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Sept. 13, 1994

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: Readfax
Internal Address: 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: 29

7. Total fee (37 CFR 3.41): \$ 740.00
 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

Roberta Termine
Name of Person Signing

Roberta Termine
Signature

Oct. 5, 2001
Date

Total number of pages including coversheet, attachments and document:

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated September 9, 1994, by and between PH COMPANIES, INC. and IBJ SCHRODER BANK & TRUST COMPANY, as Agent.

	<u>Registration No.</u> (Pending Appl.)	<u>Mark</u>	<u>Country</u>	<u>Filed</u>
✓1.	1728723	BEARS DESIGN	USA	10/09/1991
2.	(74/529797)	CRYSTAL CASUALS	USA	05/26/1994
3.	(not avail.)*	CRYSTAL TREASURE	USA	07/08/1994
✓4.	1473947	DIGHTON ROSE	USA	11/18/1986
✓5.	1702058	DIRECT SUPPORT	USA	09/10/1990
✓6.	1278079	FANTASIA/D	USA	05/25/1982
✓7.	1732966	FLORAL DESIGN (FIVE PETAL HERITAGE)	USA	08/16/1991
8.	1734875	FLORAL DESIGN (FIVE PETAL HERITAGE)	USA	07/08/1991
✓9.	1731162	FLORAL DESIGN (SIX PETAL HERITAGE)	USA	07/08/1991
✓10.	1731030	FLORAL DESIGN (SIX PETAL MULTI-STEM HERITAGE)	USA	07/08/1991
11.	1736640	HERITAGE BLOSSOM	USA	07/02/1990
✓12.	1230855	HERITAGE FLORAL DESIGN	USA	12/31/1979
13.	1475955	HIGHLIGHTS DESIGN	USA	10/03/1986
✓14.	1789016	HORN DESIGN	USA	10/09/1991
✓15.	(74/231486)	LITTLE PRINCESS COLLECTION	USA	12/16/1991
✓16.	(74/410020)	LUMINESS	USA	07/02/1993
✓17.	1604720	NOUVEAU	USA	7/03/1990
18.	1409464	PRINCESS HERITAGE	USA	08/09/1985

* Number not yet assigned

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REEL: 002445 FRAME: 0642

TRADEMARK

REEL 1220 FRAME 289

	<u>Registration No.</u> (Pending Appl.)	<u>Mark</u>	<u>Country</u>	<u>Filed</u>
✓19.	1711482	PRINCESS HERITAGE	USA	12/11/1990
✓20.	1485293	PRINCESS HOUSE	USA	10/03/1986
✓21.	1663516	PRINCESS HOUSE	USA	12/07/1990
✓22.	(74/378818)	PRINCESS HOUSE	USA	04/12/1993
✓23.	1472864	PRINCESS HOUSE	USA	10/03/1986
✓24.	1832710	PRINCESS HOUSE (THIN SCRIPT)	USA	04/08/1991
✓25.	1832710	PRINCESS HOUSE (THIN SCRIPT)	USA	06/15/1993
✓26.	(74/418479)	PRINCESS HOUSE PETS	USA	07/23/1993
✓27.	1763420	THE GIFT EXPRESS/D	USA	08/08/1990
✓28.	(74/531123)	VINTAGE CLASSICS	USA	05/31/1994
✓29.	(74/522480)	WONDERS OF THE WILD	USA	05/10/1994

TRADEMARK

REEL 1220 FRAME 290

SEP 20 94

TRADEMARK
OFFICE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

PH Companies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, acting by unanimous written consent, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of PH Companies, Inc. be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is Princess House, Inc."

SECOND: That in lieu of the special meeting and vote of shareholders required by Section 242(b) of the General Corporation Law of the State of Delaware (the "GCL"), the sole shareholder of PH Companies, Inc. has given written consent to said amendment in accordance with the provisions of Section 228 of the GCL.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the GCL.

- (g) The above Amendment to the Certificate of Incorporation is to become effective on the date of filing of this Certificate of Amendment in the Office of the Secretary of State.

IN WITNESS WHEREOF, Princess House, Inc., has executed this Certificate of Amendment to its Certificate of Incorporation by a duly authorized officer of the Corporation.

BY: 

JAMES A. NORTROP,
President

Dated: JUNE 20 , 1997