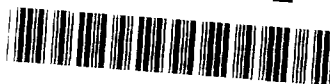


05-07-2002



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5-702

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
04 30 2002

Name WALKER & ZANGER, INC.

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization NEW YORK

Receiving Party

Mark if additional names of receiving parties attached

Name THE BANK OF NEW YORK

DBA/AKATA

Composed of

Address (line 1) 123 MAIN STREET

Address (line 2)

Address (line 3) WHITE PLAINS

NEW YORK

10602

- Individual General Partnership Limited Partnership Corporation Association

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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization NEW YORK

05/08/2002 GT0N11 00000054 76343643

FOR OFFICE USE ONLY

01 FC:401 40.00 DP
02 FC:402 650.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002500 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

(212) 238-3244

Name

EMMET, MARVIN & MARTIN, LLP

Address (line 1)

JANELLE TELESFORD, LEGAL ASSISTANT

Address (line 2)

120 BROADWAY

Address (line 3)

NEW YORK, NY 10271

Address (line 4)

Pages

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

#

7

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)

SEE ATTACHED

SEE ATTACHED

Number of Properties

Enter the total number of properties involved.

#

27

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

690.00

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.

LORI POTTS

05/03/02

Name of Person Signing

Signature

Date Signed

Trademark Registrations

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Goods Covered</u>
Walker & Zanger	2,222,404	02/09/99	Company Name/Brand
Porto Beige	1,938,715	11/28/95	Limestone tile, slabs
Beauvigny	1,923,672	10/3/95	Limestone tile, slabs

Trademark Applications

<u>Mark</u>	<u>Serial Number</u>	<u>Date Filed</u>
Walker Zanger	76/343,643	11/28/01
Shabui	76/321/542	10/03/01
D Line	76/338,946	11/16/01
Willow Creek	76/340,314	11/16/01
Amandari	76/338,938	11/16/01
Avignon	76/338,939	11/16/01
Deruta	76/338,949	11/16/01
Opus Anticato	76/338,943	11/16/01
Tribeca	76/339,829	11/16/01
Orielle	76/339,833	11/16/01
Pinteretto	76/339,013	11/16/01
Ceramica Alhambra	76/338,944	11/16/01

Trademark Applications (cont'd)

<u>Mark</u>	<u>Serial No.</u>	<u>Date Filed</u>
Pietra Campania	76/389619	3/25/02
Soho	76/389618	3/25/02
Cote D'Or	76/388071	3/27/02
Newport	76/388072	3/27/02
Intarsio Romano	76/388073	3/27/02
Tiberon Tileworks	76/388102	3/27/02
Laguna	76/388104	3/27/02
Roku Glass	76/388505	3/28/02
Pavia Antico	76/388561	3/28/02
Villa Rustica	76/389304	3/28/02
Maison Francaise	76/389450	3/28/02
Imperium	76/389452	3/28/02

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, a New York corporation (the "**Grantor**"), is obligated to THE BANK OF NEW YORK, (the "**Secured Party**"), and has entered into a Security Agreement, dated as of April 30, 2002 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), in favor of the Secured Party.

Pursuant to the Security Agreement, the Grantor granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 123 Main Street, White Plains, New York
10602.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 30th day of April, 2002.

WALKER & ZANGER, INC.

By: _____

Name: Leon Zanger

Title: Chief Executive Officer

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

On the 30th day of April, 2002 before me, the undersigned, a notary public in and for said state, personally appeared LEON ZANGER, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Bridget M Wallace
Notary Public
[Notary's Stamp]

BRIDGET M. WALLACE
Notary Public, State of New York
No. 01WA6002815
Qualified in Nassau County
Commission Expires Feb. 17, 2006

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of April 30, 2002

SEE ATTACHED.

SUMMARY OF TRADEMARKS
COPYRIGHTS, PATENTS, TRADE SECRECTS

Trademarks

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Goods Covered</u>
Walker & Zanger	2,222,404	02/09/99	Company Name/Brand
Porto Beige	1,938,715	11/28/95	Limestone tile, slabs
Beauvigny	1,923,672	10/3/95	Limestone tile, slabs

Trademark – Applications That Have Filing Receipt Only

	<u>Receipt Number</u>	<u>Date Filed</u>
Walker Zanger	76/343,643	11/28/01
Shabui	76/321/542	10/03/01
D Line	76/338,946	11/16/01
Willow Creek	76/340,314	11/16/01
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Orielle	76/339,833	11/16/01
Pinteretto	76/339,013	11/16/01
Ceramica Alhambra	76/338,944	11/16/01

Trademarks – Applications Filed/Awaiting Receipt Number

	<u>Date Filed</u>
Laguna	Mailed to PTO on 3/27/02
Newport	Mailed to PTO on 3/27/02
Villa Rustica	Mailed to PTO on 3/27/02
Intarsio Romano	Mailed to PTO on 3/27/02
Roku Glass	Mailed to PTO on 3/27/02
Cote D’Or	Mailed to PTO on 3/27/02
Tiberon Tileworks	Mailed to PTO on 3/27/02
Maison Franciase	Mailed to PTO on 3/27/02
Pavia Antico	Mailed to PTO on 3/27/02
Imperium	Mailed to PTO on 3/28/02
Pietra Campania	Mailed to PTO on 3/28/02
Sotto	Mailed to PTO on 3/28/02

Trademarks – Applications Not Yet Filed

	<u>Docket</u>
Pietra Ventana	S521-J
Kasare	S502-J
Elixir	Unknown
Your Life’s Tile Resource	Unknown

Copyrights

None

Patents

None

Trade Secrets

None