

05-08-2002

Department of Commerce  
Patent and Trademark Office  
ARK

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JUN 10 2002 AM 9:37

RECORDATION  
TRADEMARK

102082512

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  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
03/26/02

4-26-02

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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.

05/07/2002 6TOM11 00000151 76193724

01 FC:481  
02 FC:482

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

40.00 OP  
500.00 OP

0010011800  
05/07/2002  
Name/Number  
FC: 704

TRADEMARK

REEL: 002500 FRAME: 0892

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

**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)		
<input type="text" value="76/193,724"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,492,491"/>	<input type="text" value="2,313,924"/>	<input type="text" value="2,180,002"/>
<input type="text" value="76/148,234"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,353,516"/>	<input type="text" value="2,202,365"/>	<input type="text" value="1,932,301"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,309,120"/>	<input type="text" value="2,127,094"/>	<input type="text" value="1,687,892"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

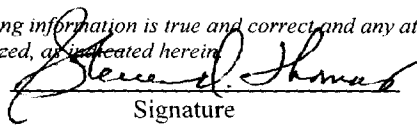
Method of Payment: Enclosed  Deposit Account   
 Deposit Account  
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

Steven D. Thomas  
Name of Person Signing

  
Signature

April 17, 2002  
Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

**Conveying Party**  **Mark if additional names of conveying parties attached**  
Enter Additional Conveying Party

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organizaiton

**Receiving Party**  **Mark if additional names of receiving parties attached**  
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)  City  State/Country  Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of  
Incorporation/Organization

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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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1,461,937	995,287	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,363,686	957,772	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,291,082	957,298	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,253,790	892,025	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,164,671	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,093,015	<input type="text"/>	<input type="text"/>

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 26, 2002 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
	See Exhibit A attached hereto.	

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
	See Exhibit A attached hereto.	

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and 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 or trademark application.

Very truly yours,

**TBC ACQUISITION, LLC**  
(to be renamed Berkline, LLC upon consummation  
of Acquisition)

By: *Douglas J. Knoeh*  
Name: Douglas J. Knoeh  
Title: VP. + Ass't Secretary

Acknowledged and Accepted:

**FIRST UNION NATIONAL BANK,**  
as Agent

By: *Doug Beathe*  
Name: Doug Beathe  
Title: Director

**TBC Acquisition, LLC (to be renamed Berkline, LLC)****U.S. Trademarks****Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
IF ANYONE DESERVES IT, YOU DO	2,492,491	9/25/01
WHISPER MASSAGE	2,353,516	5/30/00
AS COMFORTABLE AS IT GETS.	2,309,120	1/18/00
RELAX AMERICA	2,313,924	2/1/00
LEATHER SHOPPE	2,202,365	11/3/98
HOMETOWNE COLLECTION	2,127,094	1/6/98
ROOMSOLUTIONS	2,180,002	8/11/98
MOTION WORKS	1,932,301	10/31/95
COMFORT REST	1,687,892	5/19/92
TOUCH-MOTION and Design	1,461,937	10/20/87
COMFORT GALLERY	1,363,686	10/1/85
LIV-IN-ROOM	1,291,082	8/21/84
LEATHER TOGETHER	1,253,790	10/11/83
WALLAWAY	1,164,671	8/11/81
LIV-IN-ROOM	1,093,015	6/6/78
B BERKLINE and Design	995,287	10/8/74
ROCK-A-LOUNGER	957,772	4/24/73
WALLAWAY and Design	957,298	4/17/73
FEATHER-GLIDE	892,025	6/2/70

**Pending Applications**

<b>Mark</b>	<b>Serial No.</b>	<b>Filing Date</b>
FEEL GOOD	76-193,724	1/12/01
A NEW ATTITUDE IN RECLINERS	76-148,234	10/17/00