

07-03-2002



TO: The Commissioner of Patents and Trademarks

102143191

... original document(s) or copy(ies).

Submission Type

New

b-27-02

Resubmission
Document ID#

(Non-Recordation)

[Empty box for Document ID#]

Correction of PTO Error

Reel # [Empty box]

Frame # [Empty box]

Corrective Document

Reel # [Empty box]

Frame # [Empty box]

Conveyance Type

Assignment

License

Security

Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Notice of Grant of Security Interest

Effective Date

Month Day Year

02/01/02

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Bucilla Corporation

02/01/02

Formerly

[Empty box for Formerly]

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

[Empty box for Other]

Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Agent

DBA/AKA/TA

[Empty box for DBA/AKA/TA]

Composed of

[Empty box for Composed of]

Address (line 1)

101 N. Tryon Street

Address (line 2)

15th Floor

Address (line 3)

Charlotte

North Carolina

28255

City

State/Country

Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of

Incorporation/Organization

[Empty box for 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.)

07/02/2002 BYRNE 00000261 76263301

FOR OFFICE USE ONLY

01 FC 401 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
02 FC 402 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

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="76265301"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="407815"/>	<input type="text" value="416735"/>	<input type="text" value="120477"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="178655"/>	<input type="text" value="119831"/>	<input type="text" value="436101"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="178881"/>	<input type="text" value="119830"/>	<input type="text" value="401201"/>

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

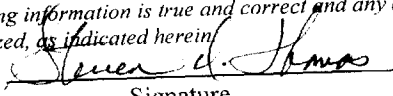
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

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  June 27, 2002
 Name of Person Signing Signature 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

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.)

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1188695	1263067	<input type="text"/>
1042371	1356715	<input type="text"/>
428801	1356716	<input type="text"/>
171552	395916	<input type="text"/>
776249	180065	<input type="text"/>
827915	1306663	<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 Tranche B Security Agreement dated as of February 1, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., 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 ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Attached

Trademark Applications

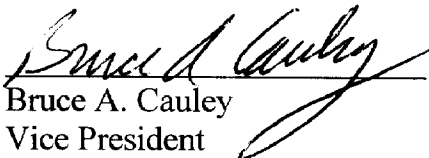
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Attached

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.

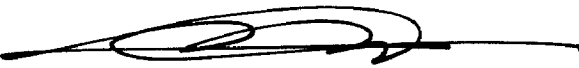
Very truly yours,

BUCILLA CORPORATION

By: 
Name: Bruce A. Cauley
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 
Name: _____
Title: **Michael R. Heredia**
Managing Director

TRADEMARKS

Bucilla Corporation

<u>Trademark</u>	<u>Registration Number</u>	<u>Date of Trademark</u>
Angel-Laine	467,181 407,815	6/27/44
Bear Brand	178,655	1/15/24
Bear Brand	176,881 178,881	1/15/24
Blue Label	416,735	9/25/45
Bucilla	119,831	12/11/17
Bucilla	119,830	12/11/17
Bucilla	120,477	2/12/18
Caprice	436,101	1/20/48
Casa-Laine	401,201	4/27/43
Four Seasons	1,188,695	2/2/82
Gallery of Stitchery	1,042,371	6/29/76
Lullaby	428,801	4/1/47
Magic Floss	171,552	8/7/23
Mist-Aire	776,249	9/1/64
Paradise	827,915	4/25/67
Ribband	1,263,067	1/3/84
Ribband	1,356,715	8/27/85
Ribband	1,356,716	8/27/85
Strawtex	395,916	6/16/42
Twinkle Yarn	180,065	2/19/24
Vogart	1,306,663	11/27/84

TRADEMARK APPLICATIONS

Bucilla Corporation

<u>Trademark</u>	<u>Application No.</u>	<u>Application Date</u>
In-A-Stitch	76/265,301	5/30/2001