

07-16-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102157651

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

1. Name of conveying party(ies):

Bank of America, N.A.

7.11.02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

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

2. Name and address of receiving party(ies)

Name: United Design Corporation

Internal Address:

Street Address: P.O. Box 1200

City: Noble State: OK Zip: 73068

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Oklahoma 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) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other (Security Interest recorded at R/F 1686/0983, 1719/0534, 2296/0640)

Execution Date: October 24, 2001

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

A. Trademark Application No.(s) SEE ATTACHMENT A

B. Trademark Registration No.(s) SEE ATTACHMENT A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mindy Ellis Schwartz, Esq.

Internal Address: Pepper Hamilton LLP 3000 Two Logan Square

Street Address: 18th and Arch Sts.

City: Phila. State: PA Zip: 19103-2799

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.

Mindy Ellis Schwartz

Name of Person Signing

Signature

July 11, 2002

Date

3

Total number of pages including cover sheet, attachments, and document:

07/15/2002 6TON11 00000141 2186842

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

01 FC:481 40.00 OP 02 FC:482 700.00 OP

TRADEMARK

--REEL: 002544 FRAME: 0202

# RECORDATION FORM COVER SHEET

## TRADEMARKS ONLY

### ATTACHMENT A

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Filing/Reg. Date</u>	<u>Reel/Frame Nos.</u>
FRAME-ODOGY	2,186,842	9/1/98	1719/0534
FIRST SNOW	2,136,571	2/17/98	1686/0983
TINY WINGS	2,131,376	1/20/98	1686/0983
WELCOME NOTES	2,129,568	1/13/98	1686/0983
EARTH ECHOS	2,400,398	10/31/00	1686/0983
SECRET BELSSINGS	2,179,632	8/4/98	1686/0983
CANDLELIGHTS	2,278,771	9/21/99	1686/0983
POT FEET	2,239,920	4/13/99	1686/0983
CUPID THE GIFT OF LOVE	2,327,638	3/14/00	1686/0983
ANIMAL CLASSICS	1,927,509	10/17/95	1686/0983
BACKYARD BIRDS	1,950,196	1/23/96	1686/0983
FANCY FRAMES	1,971,518	4/30/96	1686/0983
TEDDY ANGELS	2,020,124	12/3/96	1686/0983
STONE GARDEN	1,993,370	8/13/96	1686/0983
GOTHIC GUARDIANS	2,051,966	4/15/97	1686/0983
WINDCENSE BASIC BITS	2,053,947	4/22/97	1686/0983
OCEAN HOME	2,095,702	9/9/97	1686/0983
ANGEL IN YOUR CORNER	2,120,464	12/9/97	1686/0983
SNOW ZONE	2,271,165	8/17/99	1686/0983
LOOKING GLASS GALLERY	76/195,090	1/17/01	2296/0640
CHRON-ODOGY	76/076,970	6/26/00	2296/0640
CAMEO GIRLS	2,519,472	12/18/01	2296/0640
LIFE ECHOES	2,450,236	5/8/01	2296/0640
CLASSIC CRITTERS	2,310,895	1/25/00	2296/0640
GARDEN GUARDIANS	2,317,857	2/15/00	2296/0640
UNITED DESIGN	2,292,226	11/16/99	2296/0640
BEAN LINGO	2,310,557	1/25/00	2296/0640
CELTIC CROSSINGS	2,247,435	5/25/99	2296/0640
HIDE & KEEP	2,181,607	8/11/98	2296/0640

**RELEASE OF TRADEMARK SECURITY INTEREST**

This Release of a Trademark Security Interest is made this 24<sup>th</sup> day of October, 2001 by BANK OF AMERICA, N.A., agent ("Agent") for the lenders under the Credit Agreement defined below.

WHEREAS, reference is made to a certain Credit Agreement dated January 16, 1998 (as amended or modified from time to time, the "Credit Agreement") by and among United Design Corporation, an Oklahoma corporation (the "Company"), Charter Gifts & Collectibles LLC, a Delaware limited liability company (the "Parent"), United Design Sales Corporation, an Oklahoma corporation (the "Subsidiary" and collectively with the Company and Parent, the "Credit Parties"), the lenders referenced therein (the "Lenders") and Bank of America, N.A. (formerly NationsBank, N.A.), as Agent for the Lenders;

WHEREAS, reference is further made to a certain Security Agreement dated January 16, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties and Agent, and a Notice of Grant of Security Interest in Trademarks, relating to such Security Agreement, which was filed with the U.S. Patent and Trademark Office;

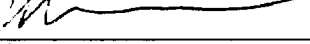
WHEREAS, in connection with the Credit Agreement and the Security Agreement, the Credit Parties granted to the Agent, for the benefit of Lenders, a security interest in certain trademarks ("Trademarks" as defined in the Security Agreement and as set forth in Exhibit A hereto); and

WHEREAS, pursuant to a settlement agreement dated October 24, 2001 among the Credit Parties, the Agent and the Lenders (the "Settlement Agreement"), the Credit Parties have extinguished their obligations under the Credit Agreement and the other collateral documents and Agent, on behalf of the Lenders, desires to release and discharge its security interest in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the Agent, on behalf of the Lenders, hereby releases any and all right, title and interest to its security interest in and to the Trademarks.

IN WITNESS WHEREOF, Agent duly executes this release by its duly authorized officer as of the day and year first above written.

BANK OF AMERICA, N.A., as Agent

By:   
Name: Michael W. Colon  
Title: Principal