

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Home Interiors & Gifts, Inc.		05/05/2004	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	New York Banking Corporation:

PROPERTY NUMBERS Total: 98

Property Type	Number	Word Mark
Registration Number:	2757354	APPLE ORCHARD COLLECTION
Registration Number:	2723469	HOME ONLINE
Registration Number:	2680170	A POCKETFUL OF HOPE
Registration Number:	2582168	A POCKETFUL OF HOPE
Registration Number:	2763349	VALUE PLUS
Registration Number:	2651627	VP
Serial Number:	76302663	DECORATING LIVES
Registration Number:	2552647	MASTERPIECE PORCELAIN
Serial Number:	76200003	RED ROSE SERVICE
Registration Number:	2504062	NATURE'S ILLUMINATIONS FOR THE HOME
Registration Number:	2618803	DISPLAYER
Registration Number:	2512229	CAREER BY DESIGN
Registration Number:	2640518	CAREER BY DESIGN
Registration Number:	2815867	BAKED APPLE PIE
Registration Number:	2456893	HOME INTERIORS AND GIFTS

OP \$2465.00 2757354

Registration Number:	2391530	DECORATE WITH LIGHT
Registration Number:	2324115	YOU'VE GOT CHOICES
Registration Number:	2311857	GIFTS TO GO
Registration Number:	2372301	ACCESSORY SPECIALIST
Registration Number:	2380597	HOMCOLAND
Registration Number:	2432707	HOME INTERIORS & GIFTS
Registration Number:	2505007	KUDDLES KORNER
Registration Number:	2404718	HOME INTERIORS & GIFTS
Registration Number:	2302846	DOUBLE BLESSINGS
Registration Number:	2235347	SPRING VALLEY SCENTS
Registration Number:	2044817	SPRING VALLEY SCENTS
Registration Number:	1950708	CELEBRATE THE HOME
Registration Number:	1920924	GREATEST STORIES EVER TOLD
Registration Number:	1872762	TOTAL HOSTESS SERVICE PLAN
Registration Number:	1876576	THE NEWS FROM HOME
Registration Number:	1872761	AN OPPORTUNITY THAT'S RIGHT AT HOME
Registration Number:	1847049	ACHIEVING CONFIDENCE IN DECORATING
Registration Number:	1828536	DOUBLE MERITS
Registration Number:	1865819	CIRCLE OF FRIENDS
Registration Number:	1720343	DENIM DAYS
Registration Number:	1531380	HOME INTERIORS
Registration Number:	1495137	HOME INTERIORS
Registration Number:	1390778	HOME INTERIORS & GIFTS, INC.
Registration Number:	1390777	H I & G INC.
Registration Number:	1417482	TIARA
Registration Number:	1064388	HOME INTERIORS & GIFTS
Registration Number:	1090785	HOMCO
Registration Number:	2292833	CELEBRATING LIFE'S MOST CHERISHED MOMENTS
Registration Number:	2356947	CELEBRATING LIFE'S MOST CHERISHED MOMENTS
Registration Number:	2292832	CELEBRATING LIFE'S MOST CHERISHED MOMENTS
Registration Number:	1551439	CHRISTMAS AROUND THE WORLD
Registration Number:	2256425	HOUSE OF LLOYD
Registration Number:	1623045	HOUSE OF LLOYD
Registration Number:	1561642	HOUSE OF LLOYD
Registration Number:	1249395	HOUSE OF LLOYD

TRADEMARK

REEL: 002843 FRAME: 0476

Registration Number:	1875660	NAVIDAD ALREDEDOR DEL MUNDO
Serial Number:	78250436	CANDELARIA
Serial Number:	78250399	CANDELARIA HOME
Serial Number:	78244348	HEARTWARMING HOLIDAY
Serial Number:	78244338	OLE
Serial Number:	78242672	SONOMA VILLA
Serial Number:	78242382	BOEHM
Serial Number:	78242376	BOEHM AT HOME
Serial Number:	78242360	BULCO
Serial Number:	78242343	TIMELESS REFLECTIONS
Serial Number:	78242325	TEMPUS
Serial Number:	78232538	¡EMPIECE AHORA!
Serial Number:	78232468	START NOW!
Serial Number:	78230325	HOME INTERIORS AND GIFTS
Serial Number:	78187845	RED ROSE DIRECT
Registration Number:	2787473	HOME INTERIORS KIDS
Serial Number:	76547780	
Serial Number:	76547779	
Serial Number:	76544416	SOL CERAMICA DOMISTYLE
Serial Number:	76544138	DOMISTYLE DEFINING DECOR
Serial Number:	76544136	DOMISTYLE
Serial Number:	76542842	HOME INTERIORS
Serial Number:	76542463	HOME INTERIORS
Serial Number:	76542462	HOME INTERIORS WE DECORATE LIVES
Serial Number:	76542461	HOME INTERIORS WE DECORATE LIVES
Serial Number:	76542253	HOME INTERIORS
Serial Number:	76542252	HOME INTERIORS
Serial Number:	76542196	MODA METALICA DOMISTYLE
Serial Number:	76542195	CANDELARIA DOMISTYLE
Serial Number:	76542194	CC CASA CRISTAL DOMISTYLE
Serial Number:	76542193	M MODA METALICA DOMISTYLE
Serial Number:	76542192	ARTISTA GROVE DOMISTYLE
Serial Number:	76542191	SOL CERAMICA DOMISTYLE
Serial Number:	76542190	ARTISTA GROVE DOMISTYLE
Serial Number:	76542189	CASA CRISTAL DOMISTYLE

Serial Number:	76542168	CANDELARIA HOME DOMISTYLE
Serial Number:	76542167	TWO RIVERS DOMISTYLE
Serial Number:	76542161	TWO RIVERS DOMISTYLE
Serial Number:	76542160	CANDELARIA DOMISTYLE
Serial Number:	76538088	HOUSE OF LLOYD
Serial Number:	76535483	HOMCOSOF
Serial Number:	76535383	BOEHM
Registration Number:	2816815	APPLE ORCHARD COLLECTION
Serial Number:	76505246	WE DECORATE LIVES
Serial Number:	76505237	DECORATING LITTLE LIVES
Serial Number:	76505227	WE DECORATE LITTLE LIVES
Registration Number:	2209165	CELEBRATING LIFE'S MOST CHERISHED MOMENTS
Serial Number:	75636133	HOME INTERIORS & MORE

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-2254
Email: KSolomon@stblaw.com
Correspondent Name: Robyn Rahbar, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1023
NAME OF SUBMITTER:	Kimberly Solomon

Total Attachments: 9
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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (“Agreement”), dated as of May 5, 2004 is made by Home Interiors & Gifts, Inc., a Texas corporation (the “Grantor”), in favor of JPMorgan Chase Bank, as Administrative Agent (the “Agent”) for the several banks and other financial institutions from time to time parties to the Credit Agreement (the “Lenders”), dated as of March 31, 2004 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among the Grantor, the Lenders, the Agent, and Bear Stearns Corporate Lending, Inc., as Syndication Agent. Capitalized terms not defined herein shall have the meanings ascribed to them in the Credit Agreement.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Grantor and certain other subsidiaries of the Borrower have executed and delivered a Guarantee and Collateral Agreement, dated as of March 31, 2004, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the “Collateral Agreement”);

WHEREAS, pursuant to the Collateral Agreement, Grantor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Grantor pursuant to the Credit Agreement, Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Collateral Agreement.

SECTION 2. Grant of Security Interest. Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assigns, transfers and conveys, the Trademarks (as such term is defined in the Collateral Agreement) that Grantor now has or at any time in the future may acquire (including, without limitation, those items listed on Schedule A hereto), as collateral security, to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

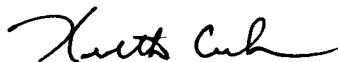
SECTION 3. Purpose. This Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Agent and the Lenders in connection with the Collateral Agreement and is expressly subject to the terms and conditions thereof. The Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Credit Agreement and the Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

HOME INTERIORS & GIFTS, INC.



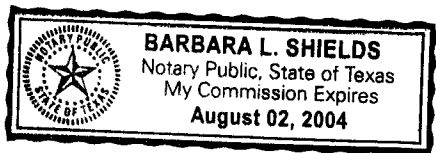
Name: Kenneth J. Cichocki
Title: Senior Vice President of Finance, Chief
Financial Officer and Secretary

JPMORGAN CHASE BANK
as Administrative Agent for the Lenders

By:  _____
Name:
Title:

STATE OF TEXAS)
) ss
COUNTY OF DENTON)

On the 30th day of April, 2004 before me personally came Kenneth J. Cichocki, who is personally known to me to be the Senior Vice President of Finance, Chief Financial Officer and Secretary of Home Interiors & Gifts, Inc., a Texas corporation; who, being duly sworn, did depose and say that she/he is the Senior Vice President of Finance, Chief Financial Officer and Secretary in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.



Barbara L. Shields
Notary Public

(PLACE STAMP AND SEAL ABOVE)

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

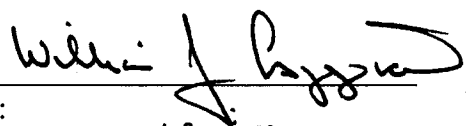
HOME INTERIORS & GIFTS, INC.

By: _____

Name:

Title:

JPMORGAN CHASE BANK
as Administrative Agent for the Lenders

By: 

Name:

Title: William J. Caggiano
Managing Director

SCHEDULE A

U.S. Trademarks Registrations and Applications

<u>Trademarks</u>	<u>Trademark or Application Number</u>
Apple Orchard Collection	2,757,354
Home Online	2,723,469
A Pocketful of Hope	2,680,170
A Pocketful of Hope	2,582,168
Value Plus	2,763,349
VP	2,651,627
Decorating Lives	76/302,663
Masterpiece Porcelain	2,552,647
Red Rose Service	76/200,003
Nature's Illuminations for the Home	2,504,062
Displayer	2,618,803
Career by Design	2,512,229
Career by Design	2,640,518
Baked Apple Pie	2,815,867
Home Interiors and Gifts and Design	2,456,893
Decorate with Light	2,391,530
You've Got Choices	2,324,115
Gifts to Go	2,311,857
Home Interiors & More	75/636,133
Accessory Specialist	2,372,301
Homcoland	2,380,597
Home Interiors & Gifts and Design	2,432,707
Kuddles Korner	2,505,007
Home Interiors & Gifts	2,404,718
Double Blessings	2,302,846
Spring Valley Scents	2,235,347
Spring Valley Scents	2,044,817
Celebrate the Home	1,950,708

<u>Trademarks</u>	<u>Trademark or Application Number</u>
Greatest Stories Ever Told	1,920,924
Total Hostess Service Plan	1,872,762
The News From Home	1,876,576
An Opportunity That's Right at Home	1,872,761
Achieving Confidence in Decorating	1,847,049
Double Merits	1,828,536
Circle of Friends	1,865,819
Denim Days	1,720,343
Home Interiors	1,531,380
Home Interiors	1,495,137
Home Interiors & Gifts, Inc. and design	1,390,778
HI&G Inc. and design	1,390,777
Tiara	1,417,482
Home Interiors & Gifts	1,064,388
Homco	1,090,785
Celebrating Life's Most Cherished Moments	2,292,833
Celebrating Life's Most Cherished Moments	2,356,947
Celebrating Life's Most Cherished Moments	2,292,832
Christmas Around the World	1,551,439
House of Lloyd	2,256,425
House of Lloyd	1,623,045
House of Lloyd	1,561,642
House of Lloyd	1,249,395
Navidad Alrededor Del Mundo (Christmas Around the World)	1,875,660
Candelaria	78-250,436
Candelaria Home	78-250,399
Heartwarming Holiday and Design	78-244,348
Ole and Design	78-244,338
Sonoma Villa and Design	78-242,672
Boehm	78-242,382
Boehm at Home and Design	78-242,376
Bulco	78-242,360
Timeless Reflections	78-242,343

<u>Trademarks</u>	<u>Trademark or Application Number</u>
Tempus and Design	78-242,325
Empiece Ahora! Stylized Letters	78-232,538
Start Now!	78-232,468
Home Interiors and Gifts and Design	78-230,325
Red Rose Direct	78-187,845
Home Interiors Kids	2,787,473
Design Only	76-547,780
Design Only	76-547,779
Sol Ceramica Domistyle and Design	76-544,416
Domistyle Defining Décor Stylized Letters	76-544,138
Domistyle	76-544,136
Home Interiors	76-542,842
Home Interiors and Design	76-542,463
Home Interiors We Decorate Lives and Design	76-542,462
Home Interiors We Decorate Lives and Design	76-542,461
Home Interiors and Design	76-542,253
Home Interiors	76-542,252
Moda Metalica Domistyle	76-542,196
Candelaria Domistyle and Design	76-542,195
CC Casa Cristal Domistyle and Design	76-542,194
M Moda Metalica Domistyle and Design	76-542,193
Arista Grove Domistyle and Design	76-542,192
Sol Ceramica Domistyle	76-542,191
Arista Grove Domistyle	76-542,190
Casa Cristal Domistyle	76-542,189
Candelaria Home Domistyle and Design	76-542,168
Two Rivers Domistyle	76-542,167
Two Rivers Domistyle	76-542,161
Candelaria Domistyle	76-542,160
House of Lloyd	76-538,088
Homcosoft	76-535,483
Boehm	76-535,383
Apple Orchard Collection and Design	2,816,815

<u>Trademarks</u>	<u>Trademark or Application Number</u>
We Decorate Lives	76-505,246
Decorating Little Lives	76-505,237
We Decorate Little Lives	76-505,227
Celebrating Life's Most Cherished Moments	2,209,165