

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hudson Creek, LLC		04/06/1998	LTD LIAB JT ST CO: MASSACHUSETTS

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Creek Acquisistion Corp.
<b>Street Address:</b>	111 Island Street
<b>City:</b>	Stoughton
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02072
<b>Entity Type:</b>	CORPORATION: MASSACHUSETTS

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	547145	SEBASTIAN MINIATURES

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(617)426-8810
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(617) 426-5900
<b>Email:</b>	kemp@casneredwards.com
<b>Correspondent Name:</b>	Gary L. Kemp c/o Casner & Edwards, LLP
<b>Address Line 1:</b>	303 Congress Street
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02210

<b>ATTORNEY DOCKET NUMBER:</b>	7345
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<b>NAME OF SUBMITTER:</b>	Gary L. Kemp
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<b>Total Attachments: 3</b>
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OP \$40.00 547145

**ASSIGNMENT OF TRADEMARK**  
**BY PRIVATE SECURED PARTY'S FORECLOSURE SALE**

THIS ASSIGNMENT is made this 6th day of April, 1998 by Gordon Brothers Capital, LLC (hereinafter, the "Secured Party"), a Massachusetts corporation with a place of business at 40 Broad Street, Boston, Massachusetts to Creek acquisition Corp. (hereinafter, the "Assignee"), a Massachusetts corporation with a place of business at 111 Island Street, Stoughton, Massachusetts

**RECITALS:**

WHEREAS, the Secured Party holds a security interest in and to the Trademarks listed on Exhibit "A" annexed hereto (hereinafter, the "Trademarks"), as provided in a certain Trademark and Trademark Application Security Agreement (hereinafter, the "Security Agreement") dated July 12, 1996, a copy of which is annexed hereto as Exhibit "B", executed and delivered to the Secured Party by Hudson Creek, LLC (hereinafter, "Hudson Creek"), a Massachusetts corporation with its principal place of business in Hudson, Massachusetts; and

WHEREAS, Hudson Creek has defaulted under the terms of its loan arrangement and the Security Agreement with the Secured Party; and

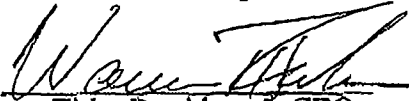
WHEREAS, the Secured Party is hereby exercising its rights under the Uniform Commercial Code as enacted in the Commonwealth of Massachusetts, Massachusetts General Laws, Chapter 106, and disposing of the Trademarks at secured party's private sale to the Assignee.

NOW, THEREFORE, for the consideration set forth in a certain Secured Party's Bill of Sale (the "Secured Party's Bill of Sale") of even date, a copy of which is annexed hereto as Exhibit "C" and incorporated herein by reference, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby sells, assigns, transfers, and sets over to the Assignee all right, title, and interest of Hudson Creek in and to the Trademarks set forth on Exhibit "A", annexed hereto and incorporated herein by reference together with the goodwill of the business connected with and symbolized by the Trademarks; and

This Assignment of Trademark is made subject to, and in accordance with, the terms and conditions of the Secured Party's Bill of Sale.

IN WITNESS WHEREOF, the Secured Party has caused this Assignment of Trademarks to be duly executed by an officer duly authorized to do so on the date set forth first above.

**Gordon Brothers Capital, LLC**

By:   
Title: President & CEO

Assented to:

Hudson Creek, LLC

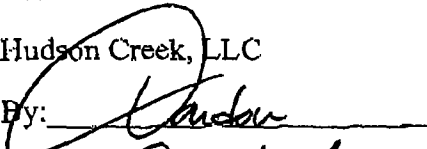
By:   
Title: President  
296059.1

EXHIBIT A  
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Federal Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Issued</u>
CERAMASTONE	1,502,254	08/30/88
COLLECTOR'S CABINET	1,331,639	04/23/85
COLLECTOR'S CABINET	1,330,901	04/16/85
CRYSTALS OF ZORN	1,572,888	12/26/89
CULTURED PORCELAIN	1,336,737	05/21/85
DE NATURA	1,704,528	08/04/92
HUDSON (Stylized)	1,136,560	06/03/80
HUDSON PEWTER	1,127,228	12/04/79
LANCE INTERNATIONAL LI & Des.	1,193,764	04/13/82
OFFCANVAS	1,655,218	09/03/91
SEBASTIAN	1,382,366	02/11/86
SEBASTIAN MINIATURES	547,145	08/28/51
SWEET DREAMS	1,317,595	02/05/85
SWEET DREAMS	1,335,154	05/14/85
SWEET DREAMS	1,332,374	04/23/85
THE VILLAGERS	1,663,937	11/12/91
TLC (& Design)	1,180,808	12/08/81
TLC LANCE (& Design)	1,340,044	06/11/85
TLC LANCE (& Design)	1,320,743	02/19/85
TLC LANCE (& Design)	1,340,141	06/11/85

Unregistered Trademarks

Mark  
METALART

EXHIBIT A  
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Massachusetts State Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Issued</u>
CERAMASTONE	27,167	Unknown
COLLECTOR'S CABINET	35,164	05/11/84
COLLECTOR'S CABINET	35,167	05/11/84
COLLECTOR'S CABINET	35,165	05/11/84
COLLECTOR'S CABINET	35,166	05/11/84
CRYSTALS OF ZORN	42,838	05/30/89
CRYSTALS OF ZORN	42,839	05/30/89
CRYSTALS OF ZORN	42,840	05/30/89
H	26,132	Unknown
HUDSON	41,403	01/20/88
HUDSON H	28,352	01/17/78
HUDSON PEWTER	28,353	01/17/78
HUDSON PEWTER	41,405	01/10/88
HUDSON PEWTER	32,939	07/16/82
LANCE INTERNATIONAL	28,334	01/17/78
LANCE INTERNATIONAL	28,334	01/17/78
LITTLE WORLD	33,545	01/24/83
LITTLES	41,399	01/17/78
MINI WORLD	34,233	08/16/83
MINI WORLD	34,234	08/16/83
MINI WORLD	34,683	12/28/83
MINI WORLD	34,235	08/16/83
SIDEWALK DAYS	28,924	10/04/78
STORYBOX	34,398	10/05/83
STORYBOX	34,399	10/05/83
STORYBOX	34,401	10/05/83
STORYBOX	34,400	10/05/83
SWEET DREAMS	33,963	05/25/83
SWEET DREAMS	34,682	12/28/83
SWEET DREAMS	34,680	12/28/83
SWEET DREAMS	34,681	12/28/83
THE LITTLES	28,351	Unknown
THE MUTTS	28,926	10/04/78
THE WHIMSIES	28,925	10/04/78
TIFFANY'S PALS	29,283	04/10/79
TLC	34,677	12/28/83
TLC	34,678	12/28/83
TLC	23,027	Unknown
TLC	34,679	12/28/83
TLC LANCE	34,794	01/26/84
TLC LANCE	34,795	01/26/84
TLC LANCE	34,792	01/26/84
TLC LANCE	34,793	01/26/84
WESTMINSTER	28,335	01/17/78

TRADEMARK