

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bucilla Corporation		05/26/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 N. Tryon Street
Internal Address:	15th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2766602	STITCH WITH ME
Registration Number:	1306663	VOGART
Registration Number:	1356716	
Registration Number:	1356715	MISCELLANEOUS
Registration Number:	1263067	RIBBAND
Registration Number:	1042371	GALLERY OF STITCHES
Registration Number:	827915	PARADISE
Registration Number:	776249	MIST-AIRE
Registration Number:	436101	CAPRICE
Registration Number:	428801	LULLABY
Registration Number:	416735	BLUE LABEL
Registration Number:	407815	ANGEL-LAINE
Registration Number:	120477	BUCILLA
Registration Number:	119831	BUCILLA

OP \$440.00 2766602

Registration Number:	119830	BUCILLA
Registration Number:	44686	
Serial Number:	76526261	PAPER STITCHES

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8041
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 2200 West Main Street
Address Line 2: Suite 800
Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2644 JES
NAME OF SUBMITTER:	John E. Slaughter

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 26, 2004 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE SCHEDULE A

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 SCHEDULE A

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

BUCILLA CORPORATION

By: 
Name: Marc Feldman
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

BUCILLA CORPORATION

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: *Kimberly D. Williams*
Name: Kimberly D. Williams
Title: VP

Schedule A

**Bucilla Corporation
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
STITCH WITH ME	2766602	9/23/03
VOGART	1306663	11/27/84
Miscellaneous Design	1356716	8/27/95
MISCELLANEOUS and Design	1356715	8/27/85
RIBBAND	1263067	1/3/84
GALLERY OF STITCHES (Stylized)	1042371	6/29/76
PARADISE	827915	4/25/67
MIST-AIRE	776249	9/1/64
CAPRICE	436101	1/20/48
LULLABY	428801	4/1/47
BLUE LABEL	416735	9/25/45
ANGEL-LAINE	407815	6/27/44
BUCILLA	120477	2/12/18
BUCILLA (Stylized)	119831	12/11/17
BUCILLA (Stylized)	119830	12/11/17
DESIGN ONLY	44686	7/18/05

Pending Application

Mark	Serial No.	Filing Date
PAPER STITCHES	76526261	6/27/03