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102639506

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

1. Name of conveying party(ies):

12.31.03

Comerica Bank

(Successor by Merger to Comerica Bank - California)

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State
- Other a Michigan banking corporation

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Release of Security Agreement

Execution Date: December 19, 2003

2. Name and address of receiving party(ies):

Name: Jackson Acquisition Company, LLC

Internal Address: _____

Street Address: 451 Jackson Street

City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other a Delaware limited liability company

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

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

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

2,559,667; 1,376,289;

895,688; and 909,593

DEC 8 2003

Additional number(s) attached Yes No

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

Name: Robert E. Burwell, Esq.

Internal Address: Latham & Watkins LLP

Street Address: 701 B Street, Suite 2100

City: San Diego State: CA Zip: 92101

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

500524 (For additional fees, if any)

(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.

Gregory B. Phillips

Senior IP Paralegal

December 31, 2003

Name of Person Signing

Signature

Date

01/06/2004 BBYRNE 00000026 2559667

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

9

01 FC:8521
02 FC:8522

40.00 DP
75.00 DP

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

OCI648974.1

**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This RELEASE, dated as of December 17, 2003, is made by COMERICA BANK, a Michigan banking corporation (successor by merger to Comerica Bank – California, a California banking corporation), as agent (“Agent”), pursuant to the termination of the Senior Secured Credit Agreement dated as of October 30, 2001, as amended to date, among Jackson Acquisition Company, LLC (the “Borrower”), the Lenders named therein and Agent (the “Credit Agreement”).

WITNESSETH:

WHEREAS, the Lenders extended credit to the Borrower under the Credit Agreement, and in return Borrower granted security interests pursuant to, among other things, an Intellectual Property Security Agreement dated October 30, 2001, between Borrower and Agent, which Intellectual Property Security Agreement was recorded with the U.S. Patent and Trademark Office on November 5, 2001, Reel/Frame 2393/0446.

WHEREAS, Agent acknowledges full payment, performance and satisfaction of all outstanding indebtedness and obligations under the Credit Agreement secured by the above-referenced Intellectual Property Security Agreement; and

WHEREAS, the Borrower has requested that Agent release its security interest in the Intellectual Property Collateral, as defined in the Intellectual Property Security Agreement in connection with the termination of the Credit Agreement.

NOW, THEREFORE, Agent hereby **RELEASES** all of its security interest in the Intellectual Property Collateral comprised of the U.S. Trademarks listed on Schedule A attached hereto and incorporated herein by reference, the Intellectual Property Collateral comprised of Registered U.S. Copyrights listed on Schedule B attached hereto and incorporated herein by reference, the Intellectual Property Collateral comprised of Copyright and Trademark Licenses listed on Schedule C attached hereto and incorporated herein by reference and any other Intellectual Property Collateral described in the aforementioned Intellectual Property Security Agreement.

Agent agrees, at the Borrower’s expense, to cooperate with the Borrower and to provide the Borrower with the information and additional authorization necessary to effect the release of Agent’s security interest in the Intellectual Property Collateral.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Agent has executed this Release as of the date first set forth

above.

AGENT:

COMERICA BANK (successor by merger to Comerica Bank - California), as Agent

By: *Daniel Backer*

Name: Daniel Backer

Title: Asst. Vice President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF California

ss.

COUNTY OF Contra Costa

On this 19th day of December, 2003, before me personally appeared

Daniel Backer, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of COMERICA BANK, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this

19th day of December, 2003

Antoinette Hessler

Notary Public

{seal}



SCHEDULE A
to
RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL
U.S. TRADEMARK REGISTRATIONS

MARK	REG. NO.	REG. DATE
HOMEWARES BY WALTER DRAKE	2,559,667	April 9, 2002
WALTER DRAKE	1,376,289	December 17, 1985
WALTER DRAKE	895,688	July 28, 1970
WALTER DRAKE	909,593	March 9, 1971

SCHEDULE B
to
RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL
REGISTERED U.S. COPYRIGHTS

Title	Effective Date of Registration	Registration Number
Shopping with Walter Drake...Christmas (70-2)	3-20-01	TX 5-355-026
Shopping with Walter Drake...Holiday Preview (70)	3-20-01	TX 5-355-027
Christmas Cards from Walter Drake (2000)	3-19-01	TX 5-363-267
Shopping with Walter Drake...Late Autumn 2000 (60-2)	3-20-01	TX 5-355-028
Shopping with Walter Drake...Autumn 2000 (60)	3-19-01	TX 5-363-266
Shopping with Walter Drake...Mid-Summer 2000 (50)	3-19-01	TX 5-363-268
Shopping with Walter Drake...Summer 2000 (40)	3-19-01	TX 5-363-265
Shopping with Walter Drake...Mid-Spring (30) (96-page catalog)	6-22-00	TX 5-278-985
Shopping with Walter Drake...Spring (20)	6-22-00	TX 5-278-984
Walter Drake... Winter 2000 (10)	6-22-00	TX 5-278-988
Shopping with Walter Drake... Winter (10)	6-22-00	TX 5-278-986
Homewares...Spring 2000 (10-2)	6-22-00	TX 5-278-989
Walter Drake presents...Directions	6-22-00	TX 5-278-990
Shopping with Walter Drake...Christmas (79-3)	6-22-00	TX 5-278-991
Shopping with Walter Drake...Christmas (79-2)	6-22-00	TX 5-278-992
Shopping with Walter Drake...Christmas (79)	6-22-00	TX 5-278-983
Walter Drake presents...Directions	6-22-00	TX 5-278-987
Walter Drake Christmas Cards	1-13-00	TX 5-124-564
Shopping with Walter Drake...Mid-Autumn (69-2)	1-13-00	TX 5-124-565
Shopping with Walter Drake...Autumn, 1999 (69)	1-13-00	TX 5-129-390
Shopping with Walter Drake...Mid-Summer (59-2)	1-13-00	TX 5-119-752
Shopping with Walter Drake...Mid-Summer, 1999 (59)	1-13-00	TX 5-119-750
Shopping with Walter Drake...Summer, 1999	5-18-99	TX 4-901-438
Shopping with Walter Drake...Spring, 1999 (39)	5-18-99	TX 4-908-773
Shopping with Walter Drake...Spring, 1999 (29)	5-18-99	TX 4-908-774
Shopping with Walter Drake... Winter, 1999 (19-2)	5-18-99	TX 4-908-790
Shopping with Walter Drake... Winter, 1999 (Full-size edition)	5-18-99	TX 4-910-055
Shopping with Walter Drake... Winter 1999 (19)	5-18-99	TX 4-908-791
Walter Drake presents...Directions, The Path to Better Health (99-BCV)Walter Drake presents...Directions, The Path to Better Health (99-ACV)	5-18-99	TX 4-908-801
Walter Drake presents...Directions, The Path to Better Health (99-ACV)	5-18-99	TX 4-908-775
Footprints in the Snow	8-28-98	TX 4-844-053
Walter Drake Christmas Cards 1998	8-28-98	TX 4-871-803

Shopping with Walter Drake...Christmas 1998 (78-3)	1-27-99	TX 4-930-660
Shopping with Walter Drake...Christmas 1998 (78-2)	1-27-99	TX 4-930-425
Shopping with Walter Drake...Christmas 1998 (78)	1-27-99	TX 4-930-358
Shopping with Walter Drake...Autumn 1998 (68-2)	1-27-99	TX 4-930-659
Shopping with Walter Drake...Autumn 1998	8-28-98	TX 4-844-054
Shopping with Walter Drake...Mid-Summer 1998	8-28-98	TX 4-844-050
Shopping with Walter Drake...Summer 1998	8-28-98	TX 4-844-051
Shopping with Walter Drake...Mid-Spring 1998	8-28-98	TX-4-844-052
Shopping with Walter Drake...Winter 1998	3-16-98	TX 4-750-664
Walter Drake Christmas Cards 1997	3-16-98	TX 4-746-334
Walter Drake Kid's Korner 1997	3-16-98	TX 4-746-333
Shopping with Walter Drake...Christmas 1997	9-16-97	TX 4-635-930
Shopping with Walter Drake...Autumn 1997	9-16-97	TX 4-635-928
Shopping with Walter Drake...Mid-Summer 1997	9-16-97	TX 4-634-047
Shopping with Walter Drake...Summer 1997	5-16-97	TX 4-481-921
Shopping with Walter Drake...Spring 1997	2-20-97	TX 4-491-812
Shopping with Walter Drake...Winter 1997	12-30-96	TX 4-437-495
Registrations filed since March, 2001:		
Walter Drake...Winter, 2001 (11) ACV	11-08-01	TX 5-562-547
Walter Drake...Spring, 2001 (21)	11-08-01	TX 5-562-550
Walter Drake presents Directions (ACV)	11-08-01	TX 5-562-548
Walter Drake presents Directions, Winter, 2002 (92-ACV)	02-08-02	TX 5-485-398
Walter Drake presents Directions, Spring, 2002 (92-BCV)	07-19-02	TX 5-563-090
Walter Drake...Mid-Spring, 2001 (31)	07-19-02	TX 5-562-549
Walter Drake...Summer, 2001 (41)	07-19-02	TX 5-562-553
Walter Drake...Mid-Summer, 2001 (51) (ACV)	07-19-02	TX 5-562-551
Walter Drake...Mid-Spring, 2002 (32-ACV)	07-19-02	TX 5-563-094
Walter Drake...Summer, 2002 (52-ACV)	07-19-02	TX 5-618-414
Walter Drake Mid-Summer, 2002 (52-ACV)	07-19-02	TX 5-563-089
HomeWares by Walter Drake, Summer, 2002 (HW-S02-BCV)	07-19-02	TX 5-563-091
The Home Marketplace, Spring, 2000 (C-HMC-S00)	02-08-02	TX 5-472-260
The Home Marketplace, Summer, 2000 (C-HME-SU00)	02-08-02	TX 5-472-257
The Home Marketplace, Holiday, 2000 (C-HMC-F00)	02-08-02	TX 5-472-262
The Home Marketplace, Winter 2001 (C-HMD-F00)	02-08-02	TX 5-472-26 1
The Home Marketplace, Spring, 2001 (C-HMA-S01)	02-08-02	TX 5-472-258
The Home Marketplace, Spring, 2001 (C-HMB-S01)	02-08-02	TX 5-472-259
The Home Marketplace, Summer, 2002 (C-HME-SU02)	07-19-02	TX 5-563-092
The Home Marketplace, Summer Sale, 2002 ((C-HMC-S02)	07-19-02	TX 5-563-093
Registrations Pending under Control Number 71-219-2872(W) since March, 2001:		
Walter Drake, Holiday Preview, 2001 (71-ACV)	Pending	
Walter Drake, Holiday Sale, 2001 (71-GCV)	Pending	
Walter Drake, Christmas, 2001 (71-2-CCV)	Pending	
Walter Drake Christmas Cards, 2001 (81-ACV)	Pending	
Walter Drake, Winter, 2002 (12-ACV)	Pending	

Walter Drake presents...Directions, Summer 2001 (912-ACV)	Pending	
Walter Drake presents...Directions, Fall 2001 (912-CCV)	Pending	
HomeWares by Walter Drake, Autumn, 2001 (HW-F01-ACV)	Pending	
HomeWares by Walter Drake, Holiday, 2001 (HW-F01-BCV)	Pending	
Homewares by Walter Drake, Spring, 2002 (HW-S02-ACV)	Pending	
The Home Marketplace, Spring, 2000 (C-HMA-S00)	Pending	
The Home Marketplace, Spring, 2000 (C-HMB-S00)	Pending	
The Home Marketplace, Summer, 2000 (C-HMF-SU00)	Pending	
The Home Marketplace, Fall, 2000 (C-HMA-F00)	Pending	
The Home Marketplace, Fall, 2000 (C-HMB-F00)	Pending	
The Home Marketplace, Spring, 2001 (C-HMC-S01)	Pending	
The Home Marketplace, Summer, 2001 (C-HMD-SU01)	Pending	
The Home Marketplace, Summer, 2001 (C-HME-SU01)	Pending	
The Home Marketplace, Fall, 2001 (C-HMA-F01)	Pending	
The Home Marketplace, Fall, 2001 (C-HMB-F01)	Pending	
The Home Marketplace, Holiday, 2001 (C-HMA-H01)	Pending	
The Home Marketplace, Winter, 2001 (C-HMB-H01)	Pending	
The Home Marketplace, Spring, 2002 (C-HMA-S02)	Pending	
The Home Marketplace, Spring, 2002 (C-HMB-S02)	Pending	
Registrations Pending since March, 2001:		
The Home Marketplace, Summer, 2002 (C-HMA-S02)	Pending	
The Home Marketplace, Fall, 2002 (C-HMA-F02)	Pending	
The Home Marketplace, Holiday, 2002 (C-HMA-H02)	Pending	
The Home Marketplace, Holiday, 2002 (C-HMB-H02)	Pending	
The Home Marketplace, Holiday, 2002 (C-HMC-H02)	Pending	
The Home Marketplace, Spring 1, 2003 (C-HMD-S03)	Pending	
The Home Marketplace, Spring 2, 2003 (C-HMF-S03)	Pending	
The Home Marketplace, Spring 3, 2003 (C-HMG-S03)	Pending	
The Home Marketplace, Summer 1, 2003 (C-HMH-SU03)	Pending	
The Home Marketplace, Summer 2, 2003 (C-HMj-SU03)	Pending	
The Home Marketplace, Summer 3, 2003 (C-HMK-SU03)	Pending	
The Home Marketplace, Fall 1 (C-HMA-F03)	Pending	
The Home Marketplace, Fall 2 (C-HMB-F03)	Pending	
The Home Marketplace, Holiday 1 (C-HMA-H03)	Pending	
The Home Marketplace, Holiday 2 (C-HMD-H03)	Pending	
The Home Marketplace, Holiday 3 (C-HME-H03)	Pending	
Walter Drake presents Directions, Fall, 2002 (923-CCV)	Pending	
Walter Drake presents Directions, Spring, 2003 (931-ACV)	Pending	
Walter Drake presents Directions, Summer, 2003 (934-ACV)	Pending	
Walter Drake presents Directions, Autumn, 2003 (935-CCV)	Pending	
Walter Drake, Early Autumn, 2002 (62-ACV)	Pending	
Walter Drake, Autumn, 2002 (62-2-JCV)	Pending	
Treasured Friend Memo Pad, 2002	Pending	
Treasured Friend Seals, 2002	Pending	
Treasured Friend, 2-Year Planner, 2002	Pending	

HomeWares, Autumn, 2002 (HW-F021-ACV)	Pending	
HomeWares, Early Spring, 2003 (HW-13-ACV)	Pending	
HomeWares, Spring, 2003 (HW-23-BCV)	Pending	
HomeWares, Early Summer, 2003 (MW-SU03-2-CCV)	Pending	
HomeWares, Autumn, 2003 (HW-F03-ACV)	Pending	
HomeWares, Holiday, 2003 (HW-F03-CCV)	Pending	
Walter Drake, Winter, 2003 (13-ACV)	Pending	
Walter Drake, Spring, 2003 (23-ACV)	Pending	
Walter Drake, Mid-Spring, 2003 (33-ACV)	Pending	
Walter Drake, Early Summer, 2003 (43-ACV)	Pending	
Walter Drake, Summer, 2003 (53-DCV)	Pending	
Walter Drake, Mid-Summer, 2003 (53-2-ACV)	Pending	
Walter Drake, Early Autumn, 2003 (63-FCV)	Pending	
Walter Drake, Holiday Preview, 2003 (73-ACV)	Pending	
Walter Drake, Holiday Sale, 2003 (732-ACV)	Pending	
Walter Drake, Holiday, 2003 (733-ACV)	Pending	
Walter Drake Christmas Cards, 2002 (82-ACV)	Pending	
Walter Drake Christmas Cards, 2003 (83-ACV)	Pending	
Walter Drake Christmas Cards, 2003 (83-BCV)	Pending	
Treasured Friends & Family Greeting, 2003	Pending	

SCHEDULE C
to
RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL
COPYRIGHT AND TRADEMARK LICENSES

1. License Agreement dated as of May 1, 2002 between Sandy Clough Studio, LLC and Walter Drake Inc.