

01-14-2004

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Form TO-1594

Rev. 10/02

OMB No. 0651-0027 (exp. 6/30/2005)

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102644891

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

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

1. Name of conveying party(ies):

Old Williamsburgh Candle Corp.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: 05/28/02

2. Name and address of receiving party(ies)

Name: Bank Hapoalim

Internal

Address: \_\_\_\_\_

Street Address: 1177 Avenue of the Americas

City: New York State: NY Zip: 10036

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Israel
- 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

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

A. Trademark Application No.(s) \_\_\_\_\_

See Exhibit A attached

B. Trademark Registration No.(s) \_\_\_\_\_

See Exhibit A attached

Additional number(s) attached  Yes  No

2745298

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

Name: Christopher G. Dorman

Internal Address: Phillips Lytle LLP

Street Address: 437 Madison Avenue, 34th Flr.

City: New York State: NY Zip: 10022

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: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Christopher G. Dorman

Name of Person Signing

Signature

12/19/03

Date

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

\_\_\_\_\_

01/14/2004 DBYRNE 00000002 2745298

01 FC:8521  
02 FC:8522

40.00 OP  
75.00 OP

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

TRADEMARK  
REEL: 002896 FRAME: 0140

**Exhibit A**

**TRADEMARKS**

<b>REGISTRATION NUMER</b>	<b>REGISTRATION DATE</b>	<b>TRADEMARK</b>
2745298	July 29, 2003	CLAIRE'S GARDEN
2732005	July 1, 2003	OLD WILLIAMSBURGH HOUSE & GARDEN
2697863	March 18, 2003	OLD WILLIAMSBURGH HOUSE & GARDEN FINE FRAGRANCES FOR THE HOME

**TRADEMARK APPLICATIONS**

<b>SERIAL NUMBER</b>	<b>MARK</b>
78/2333,924	AMERICAN CRAFT

**NOTICE OF SECURITY INTEREST**

Notice is hereby given that OLD WILLIAMSBURGH CANDLE CORP., a Delaware corporation with an address at 143 Alabama Avenue, Brooklyn, New York 11207 ("Debtor") has granted a security interest to Bank Hapoalim B.M., with its principal place of business located at 1177 Avenue of the Americans, New York, NY 10036 ("Bank") in and to all of Debtor's trademarks, including, without limitation, the trademarks listed on Exhibit A and the applications and registrations associated therewith, pursuant to an agreement between Debtor and Bank dated May 28, 2002 and as the same may be amended or supplemented from time to time.

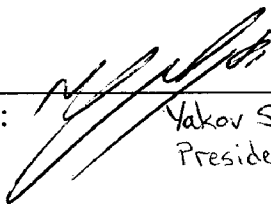
Dated: as of December 17, 2003

OLD WILLIAMSBURGH CANDLE CORP.

By: \_\_\_\_\_

Name:

Title:



Yakov Shalom Fisher  
President

STATE OF *New York* )  
COUNTY OF *New York* ) ss.:

On the 17<sup>th</sup> day of December, 2003 before me, the undersigned, a notary public in and for said state, personally appeared Yakov Shalom Fisher, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that (s)he executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

*Michael Grandis*  
\_\_\_\_\_  
Notary Public

MICHAEL GRANDIS  
Notary Public, State Of New York  
No. 02 GR067526  
Qualified In New York County  
Commission Expires 12/05/20 05

Exhibit A

TRADEMARKS

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