



3/12/04

102692094

To the Honorable Commissioner of Pat. & Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

L. Powell Company

3-12-04

- Individual(s)
- General Partnership
- Corporation-State - California
- 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: December 22, 2003

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

Name: Windward Capital Partners II, L.P.

Internal

Address:

Street Address: 1177 Avenue of the Americas, 42nd Floor

City: New York State: NY ZIP: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- Corporation-State
- 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)

76/520050

B. Trademark Registration No.(s)

1,339,088	2,272,183	2,588,041
1,340,512	2,255,957	
2,179,543	2,639,509	

Additional numbers attached? Yes No

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

Name: Barbara Alder

Internal Address: Paul, Hastings, Janofsky & Walker

Street Address: 695 Town Center Drive, 17th Floor

City: Costa Mesa State: CA ZIP: 92626-1924

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Barbara Alder

March 10, 2004

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

03/12/2004 DBYRNE Name of Receptor: 76520050

01 FC:8521
02 FC:8522

40.00 DP
175.00 OP

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

**Attachment to
Trademarks Recordation Form
For L. Powell Company**

Continuation of #2 (Name and address of receiving parties)

Windward Capital LP II, LLC, a Delaware limited liability company
1177 Avenue of the Americas, 42nd Floor
New York, NY 10036

Albion Mezzanine Partners, L.P., a Delaware limited partnership
1345 Avenue of the Americas, 37th Floor
New York, NY 10105

Bill Benton, an individual
8631 Hayden Place
Culver City, CA 90232

Larry Woods, an individual
8631 Hayden Place
Culver City, CA 90232

Powell Living Trust dated 9/17/86, a trust
780 Holmby Avenue
Los Angeles, CA 90024

SECURITY INTEREST IN TRADEMARKS

L. Powell Company, a California corporation ("*Grantor*"), with its principal place of business and mailing address at 8631 Hayden Place, Culver City, California 90232-1408, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to the Lenders (as listed on Exhibit I hereto) (together with their successors and assigns, "*Secured Party*"), a continuing security interest in the following property:

- (i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and
- (ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Obligations of the Grantor as set out in that certain Subordinated Loan and Security Agreement, dated as of December 22, 2003, by and between Grantor and Secured Party and that certain Subordinated Intellectual Property Security Agreement dated as of December 22, 2003, by and between Grantor and Secured Party (collectively, the "*Agreements*"). The Lenders' security interests in the property as set forth in Sections (i) and (ii) herein are subordinate to the security interests in the same collateral which Grantor has granted to Wells Fargo Foothill, Inc. ("*Foothill*"); said subordination is fully described in the Subordination Agreement, dated as of December 22, 2003, by and between the Lenders and Foothill.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interests in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Agreements, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreements, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in
Trademarks to be duly executed as of December 22, 2003.

Grantor:

L. POWELL COMPANY, a California
corporation

By: Larry Woods

Name: LARRY WOODS

Title: CFO

Schedule A to
SECURITY INTEREST IN TRADEMARKS
Trademarks

TRADEMARKS AND TRADEMARK APPLICATIONS

The following is a list of trademarks owned or applied for by L. Powell Company:

<u>TRADEMARK</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Serial Number</u>	<u>Registration Date</u>
"PC The Powell Collection" and Logo	L. Powell Company	Issued	1,339,088	June 4, 1985
"PC Powell" and the Company Logo	L. Powell Company	Issued	1,340,512	June 11, 1985
Stylized PC Design	L. Powell Company	Issued - (Taiwan)	269465	January 1, 1985
"Powell and Stylized PC Design"	L. Powell Company	Issued - (Taiwan)	Class 73-266008	April 13, 1985
"Powell and Stylized PC Design"	L. Powell Company	Issued - (Taiwan)	Class 98-272851	February 1, 1985
"Cheval Jewelry Wardrobe"	L. Powell Company	Issued	2,179,543	August 4, 1998
"Generations for the 21st Century, a division of Powell" and design	L. Powell Company	Issued	2,272,183	August 24, 1999
"Generations for the 21st Century"	L. Powell Company	Issued	2,255,957	June 22, 1999
"POWELL"	L. Powell Company	Issued	2,639,509	October 22, 2002
"FOR MEMORIES WORTH SAVING"	L. Powell Company	Issued	2,588,041	July 2, 2002
The Kitchen Butler	L. Powell Company	Pending	76-520050	Pending

Exhibit I

Windward Capital Partners II, L.P.

Windward Capital LP II, LLC

Albion Mezzanine Partners, L.P.

Bill Benton

Larry Woods

Powell Living Trust Dated September 17, 1986