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102743378

5-12-04

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

1. Name of conveying party(ies):

Winston Furniture Company of Alabama, Inc.
540 Dolphin Road
Haleyville, AL 35565

5-12-04

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Alabama
☐ Other _____

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

3. Nature of conveyances:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: March 31, 2004

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

Name: GMAC Commercial Finance LLC

Internal Address: _____

Street Address: 1290 6th AvenueCity: New York State: NY ZIP: 10104

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other 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.(s)

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41): _____ \$ 40.00

- ☐ 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*Stephen I Brecher

Name of Person Signing

SignatureMay 7, 2004

Date

05/13/2004 ECDOPER 00000014 1439990

Total number of pages including coversheet, attachments and document: _____

4

01 FC:8521

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231TRADEMARK
REEL: 002965 FRAME: 0346

TRADEMARK GRANT OF SECURITY

WHEREAS, WINSTON FURNITURE COMPANY OF ALABAMA, INC., a corporation formed under the laws of Alabama, located at 540 Dolphin Road, Haleyville, AL 35565 ("Grantor"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantor is obligated to GMAC COMMERCIAL FINANCE LLC ("GMACCF") and various other financial institutions (collectively, "Lenders") and GMACCF as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Grantor and the other loan parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantor and other loan parties in favor of Agent (as each may be amended, restated, supplemented or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby grant unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof and shall be in addition to the grant of security interest under the Agreements.

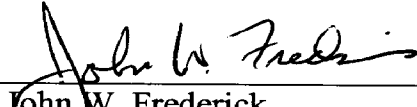
Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: March 31, 2004
New York, New York

Witness:

WINSTON FURNITURE COMPANY OF
ALABAMA, INC.

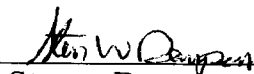
By: _____


John W. Frederick,
Executive Vice President and
Chief Administrative Officer

Witness:

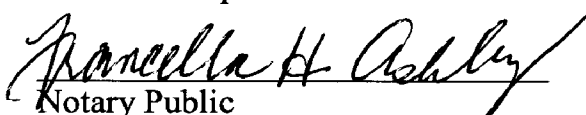
GMAC COMMERCIAL FINANCE LLC, as Agent

By: _____


Steven Dempsey,
Director

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

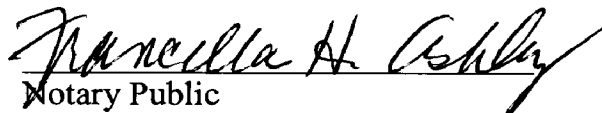
On the 31st day of March, 2004, before me personally came John W. Frederick, to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President and Chief Administrative Officer of Winston Furniture Company of Alabama, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

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

FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01AS5053925
Qualified In New York County
Commission Expires Jan. 2, 20 06

On the 31st day of March, 2004, before me personally came Steven Dempsey to me known, who being by me duly sworn, did depose and say he is a Director of GMAC Commercial Finance LLC, the company described in and which executed the foregoing instrument; and that he signed his name thereto pursuant to his authority as an officer of said corporation.


Notary Public

FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01AS5053925
Qualified In New York County
Commission Expires Jan. 2, 20 06

SCHEDULE A

Schedule A to a Trademark Grant of Security dated March 31, 2004, by and between Winston Furniture Company of Alabama, Inc. and GMAC Commercial Finance LLC, as Agent.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	MARK
1,439,990	5/19/1987	WINSTON