

6-24-04

06-24-2004

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

102775857

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

1. Name of conveying party(ies): 6-24-04
 Dream Home Source, Inc.

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

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

2. Name and address of receiving party(ies)

Name: The Bank of New York, as Agent
 Internal
 Address: _____

Street Address: One Wall Street
 City: New York State: NY Zip: 10286

Individual(s) citizenship _____
 Association Banking
 General Partnership _____
 Limited Partnership _____
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest

Execution Date: April 6, 2004

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

A. Trademark Application No.(s)
78/233982, 78/172750

B. Trademark Registration No.(s)
2553228, 2483200

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

Attn: Penelope J.A. Agodoa
 Federal Research Company, LLC
 1030 15th Street, NW, Suite 920
 Washington, DC 20005
 202.783.2700

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$115⁰⁰

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.

Janelle Telesford Janelle Telesford 6/21/04
 Name of Person Signing Signature Date

6/25/2004 LNUELLER 00000005 78233982 Total number of pages including cover sheet, attachments, and document: 3

01 FC:8521
02 FC:8522

40.00 ⁰⁰ documents to be recorded with required cover sheet information to:
75.00 ⁰⁰ Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002997 FRAME: 0392

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the First Amended and Restated Security Agreement dated as of April 6, 2004 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and The Bank of New York, as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2553228	HOMEDIRECT.COM	March 26, 2002
2483200	HOMEDIRECT.COM	August 28, 2001

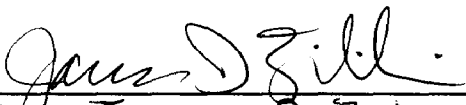
Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
78/233982	Dream Home Source Design	April 4, 2003
78/172750	DREAM HOME SOURCE	October 9, 2002

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

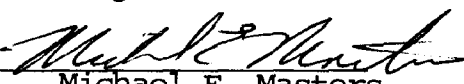
Very truly yours,

DREAM HOME SOURCE, INC.

By: 
Name: James D. Zielinski
Title: Treasurer

Acknowledged and Accepted:

THE BANK OF NEW YORK,
as Agent

By: 
Name: Michael E. Masters
Title: Vice President

EMM-685507

RECORDED: 06/24/2004

TRADEMARK
REEL: 002997 FRAME: 0394