

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Home Decor Company		12/03/2004	COMPANY: DELAWARE
Home Decor Holding Company		12/03/2004	COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Ableco Finance LLC
Street Address:	299 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10171
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1438945	ACME
Registration Number:	757173	ACME
Registration Number:	1365614	FINELINE
Registration Number:	1466166	STANLEY
Serial Number:	75711821	STANLEY
Registration Number:	359998	STANLEY
Registration Number:	730409	STANLEY
Registration Number:	1478254	

CORRESPONDENCE DATA

Fax Number: (212)593-5955

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2127562388

Email: daniel.angel@srz.com

Correspondent Name: Daniel Angel, Esq.

TRADEMARK

REEL: 003039 FRAME: 0423

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CH \$215.00 1438945

Address Line 1:	919 Third Avenue
Address Line 4:	New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq.
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Signature:	/sas for da/
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Date:	03/04/2005
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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, Home Decor Holding Company (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated December 3, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as collateral agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Agents and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

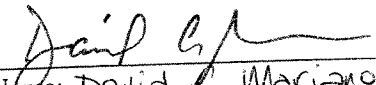
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agents and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of December 3, 2004.

GRANTOR:

HOME DECOR COMPANY

By: 
Name: David E. Mariano
Title: President

Assignment for Security (Trademarks)

TRADEMARK
REEL: 003039 FRAME: 0426

STATE OF new york ss.:
COUNTY OF new york

On this ___ day of December, 2004, before me personally came _____, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the _____ of _____, a _____, and that s/he executed the foregoing instrument in the firm name of _____, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Marlene L. Reihard
NOTARY

MARLENE L. REIHARD
NOTARY PUBLIC, State of New York
No. 4518064
Qualified in Rockland County
Certificate Filed in New York County
Commission Expires August 31, 2005

Assignment for Security (Trademarks)

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks:

Country	Trademark	App./Reg. Number
United States	ACME & rectangular design	1438945
United States	ACME (word)	757173
United States	E-Z CLIP	none (common law)
United States	FINELINE (word)	1365614
United States	STANLEY (word)	1466166
United States	STANLEY in notched rectangle	75-711821
United States	STANLEY in notched rectangle	359998
United States	STANLEY in notched rectangle	730409
United States	STANLEY in notched rectangle (negative)	1478254