

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
Penfli Industries, Inc.		04/27/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Wells Fargo Century, Inc.		
Street Address:	119 West 40th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1344645	DRIZZLE	
CORRESPONDENCE DATA			
Fax Number:	(212)391-4556		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 730-1900		
Email:	mleve@ssgpc.com		
Correspondent Name:	Silverberg Stonehill & Goldsmith, P.C.		
Address Line 1:	111 West 40th Street, 33rd Floor		
Address Line 2:	Attn: Marc D. Leve		
Address Line 4:	New York, NEW YORK 10018		
NAME OF SUBMITTER:	Marc D. Leve		
Signature:	/Marc D. Leve/		
Date:	07/12/2005		

OP \$40.00 1344645

Total Attachments: 3

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PENFLI INDUSTRIES, INC., a corporation formed under the laws of New York, located at 149 West 36th Street, 7th Floor, New York, New York 10018 ("Company"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations and/or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to WELLS FARGO CENTURY, INC. ("WFCentury") pursuant to (i) a certain Purchase Agreement dated the date hereof, between WFCentury and Company and (ii) a certain Trademark Collateral Security Agreement, dated April 27, 2005, by Company in favor of WFCentury (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to WFCentury 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, Company does hereby assign unto WFCentury and grant to WFCentury 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 assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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

Dated: New York, New York
April 27, 2005

Witness:

PENFLI INDUSTRIES, INC.

By: IOSIF FISCHMAN
Name: Iosif Fischman
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 27th day of April, 2005, before me, the undersigned, a notary public in and for said state, personally appeared Iosif Fischman, 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

HARLAN A. LAZARUS
Notary Public, State of New York
No. 31-4729882
Qualified in New York County
Commission Expires February 28, 2007

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April __, 2005,
by and between PENFLI INDUSTRIES, INC., and WELLS FARGO CENTURY, INC.

Registered Trademarks And Pending Applications Before The
United States Patent and Trademark Office

<u>Mark</u>	<u>Registration/ Application Number</u>	<u>Class</u>	<u>Filing Date</u>	<u>Issue Date</u>
Drizzle	1344645/ 73470243	025	3/15/84	6/25/85
Drizzle	76/431968	N/A	7/16/02	N/A
Drizzle	76/431967	N/A	7/16/02	N/A
Drizzle + Design	76/431966	N/A	7/16/02	N/A
Drizzle + Design	76/431965	N/A	7/16/02	N/A
Drizzle	78549204	018	1/18/05	ITU
Drizzle	78549192	022	1/18/05	ITU