

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
Aaron Brothers, Inc.		10/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., As Collateral Agent
Street Address:	40 Broad Street, 10th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	Association:

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	3048037	WE FRAME THE THINGS YOU LOVE
Registration Number:	3026118	WE FRAME THE THINGS YOU LOVE
Registration Number:	2588496	TIMEFRAME
Registration Number:	1539735	AARON BROTHERS ART MARTS
Registration Number:	2588495	TIMEFRAME PROFESSIONAL FRAMING. WHILE YOU SHOP.
Registration Number:	2436920	ONE CENT FRAME SALE
Registration Number:	2435151	AARON BROTHERS ART & FRAMING
Registration Number:	2435150	AARON BROTHERS ART & FRAMING
Registration Number:	1542560	AARON BROTHERS ART MARTS
Registration Number:	1539734	AARON BROTHERS
Registration Number:	2440744	1¢ FRAME SALE
Registration Number:	2352964	EXPRESS YOURSELF
Registration Number:	2435149	YOU MAKE THE MEMORIES. WE MAKE THEM LAST.
Registration Number:	2435148	WHAT A DIFFERENCE A MAT MAKES

CH \$540.00 3048037

Serial Number:	76561949	LIFE IS ART. FRAME IT.
Serial Number:	76561948	LIFE IS ART. FRAME IT.
Serial Number:	76636207	AARON BROTHERS BEST
Serial Number:	76561947	LIFE IS ART. FRAME IT.
Serial Number:	76636206	AARON BROTHERS BEST
Serial Number:	76636205	AARON BROTHERS BEST
Serial Number:	76626641	LIFE IS ART. FRAME IT.

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	6110800
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	11/08/2006

Total Attachments: 6
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AARON BROTHERS, INC., a Delaware corporation (the "Grantor") with principal offices at 8000 Bent Branch Drive, Irving, Texas 75063, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 40 Broad Street, 10th Floor, Boston, MA 02109 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of October 31, 2006 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

3rd day of October, 2006.

AARON BROTHERS, INC., Grantor

By: Lisa K. Klinger
Name: Lisa K. Klinger
Title: Vice President and Treasurer

BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee


By: _____
Name: Keith Vercauteren
Title: Managing Director

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
____ day of October, 2006.

AARON BROTHERS, INC., Grantor

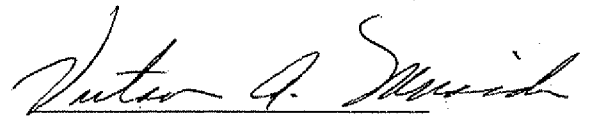
By: _____
Name: Lisa K. Klinger
Title: Vice President and Treasurer

BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

By: 
Name: Keith Vercauteren
Title: Managing Director

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

On this 30th day of October, 2006, before me personally came Lisa K. Klinger who, being by me duly sworn, did state as follows: that she is Vice President and Treasurer of Aaron Brothers, Inc., that she is authorized to execute the foregoing Grant on behalf of said Aaron Brothers, Inc. and that she did so by authority of the Board of Directors of said Aaron Brothers, Inc..


Notary Public

•VICTORIA A. ARONSON•
Notary Public, State of New York
No. 43-4963896
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 22, 2010

STATE OF Massachusetts
COUNTY OF Suffolk) ss:

On this 27th day of October, 2006, before me personally came Keith Vercauteren who, being by me duly sworn, did state as follows: that he is a Managing Director of BANK OF AMERICA, N.A., that he is authorized to execute the foregoing Grant on behalf of said BANK OF AMERICA, N.A. and that he did so by authority of said BANK OF AMERICA, N.A.

Margaret L. [Signature]
Notary Public

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE</u>
We Frame the Things You Love	3048037	1/24/06
Life is Art. Frame It.	76561949	
We Frame the Things You Love	3026118	12/13/05
Life is Art. Frame It.	76561948	
Timeframe	2588496	07/02/02
Aaron Brothers Art Marts	1539735	5/16/89
Aaron Brothers Best	76636207	
Life is Art. Frame It.	76561947	
Timeframe Professional Framing. While you Shop.	2588495	07/02/02
Aaron Brothers Best	76636206	
Aaron Brothers Best	76636205	
One Cent Frame Sale	2436920	03/20/01
Aaron Brothers Art & Framing	2435151	03/13/01
Aaron Brothers Art & Framing	2435150	03/13/01
Aaron Brothers Art Marts	1542560	06/06/89
Aaron Brothers	1539734	05/16/89
1¢ Frame Sale	2440744	04/03/01
Express Yourself	2352964	05/30/00
Life is Art. Frame It.	76626641	
You Make the Memories. We Make Them Last.	2435149	03/13/01
What a Difference a Mat Makes	2435148	03/13/01