

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
Bradford Soap Mexico, Inc.		06/20/2006	CORPORATION: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	TD Banknorth, N.A.		
Street Address:	7 New England Executive Park		
City:	Burlington		
State/Country:	MASSACHUSETTS		
Postal Code:	01803		
Entity Type:	Banking Institution: MASSACHUSETTS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2849481	CUBITS	
Registration Number:	2534567	KOALA DREAMS	
Registration Number:	2518661	WORK OF ART	
CORRESPONDENCE DATA			
Fax Number:	(617)345-3299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-345-3000		
Email:	trademarks@BURNSLEV.com		
Correspondent Name:	Anne Pareti		
Address Line 1:	125 Summer Street		
Address Line 2:	Burns & Levinson LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	24708.9/TD BANKNORTH/ACP		
NAME OF SUBMITTER:	Anne Pareti		

CH \$90.00 2849481

Signature:	/Anne Pareti/
Date:	11/13/2006
Total Attachments: 4 source=Bradford_Soap_tms#page1.tif source=Bradford_Soap_tms#page2.tif source=Bradford_Soap_tms#page3.tif source=Bradford_Soap_tms#page4.tif	

EXHIBIT 2

NOTICE OF SECURITY INTEREST

(IN U.S. TRADEMARKS)

WHEREAS, BRADFORD SOAP MEXICO, INC., a Rhode Island corporation (hereinafter referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule A, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to TD Banknorth, N.A. (herein referred to as "Assignee"), and has entered into a Trademark, Patent and Copyright Security Agreement dated the date hereof, attached hereto as Exhibit B, (the "Agreement") with Assignee and certain other parties; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill 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 for the full term of the Trademarks (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement (or any guaranty thereof), now or hereafter owing by the Assignor.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.


Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the grant of security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This Notice of Security Interest may be executed in two or more counterparts, each of which shall be identical and may be introduced in evidence or used for any other purpose without any other counterpart, but all of which shall together constitute one and the same agreement.

Assignee's address is 200 Providence Street, P.O. Box 1007, West Warwick, Rhode Island, 02893.

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be duly executed by its officer thereunto duly authorized as of the ____ day of June, 2006.


BRADFORD SOAP MEXICO, INC.

By: 
Name: Gary B. Godin
Title: Assistant Treasurer

State of RHODE ISLAND

KEEL County, ss.

On this 16th day of June, 2006, before me, the undersigned notary public, personally appeared Gary B. Godin, proved to me through satisfactory evidence of identification, being (check whichever applies): driver's license or other state or federal governmental document bearing a photographic image, oath or affirmation of a credible witness known to me who knows the above signatory, or my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by him voluntarily for its stated purpose as an Assistant Treasurer of Bradford Soap Mexico, Inc.


Print Notary Public's Name: John Robert
Notary Public
My Commission Expires: 10/16/06

SCHEDULE A

BRADFORD SOAP MEXICO, INC.

TRADEMARKS

U.S. Trademarks:							
Mark	Serial No.	Filed	Reg. No.	Issued	Goods / Services and Class	Owner of Record	Notes/Current Status
CUBITS	78/173, 219	10-Oct-2002	2,849, 481	01-Jun-2004	Kits for molding soap, namely, molds, soap, fragrances, colors, inserts, and ingredient enhancers (Cl. 3)	Bradford Soap Mexico, Inc.	Registered; Maintenance Affidavit due 01-Jun-2010
KOALA DREAMS	75/708, 856	17-May-1999	2,534, 567	29-Jan-2002	Hair shampoos, hair conditioners, hand soaps, skin, body and hand lotions (Cl. 3)	Bradford Soap Mexico, Inc.	Registered; Maintenance Affidavit due 29-Jan-2008
WORK OF ART	75/981, 115	06-Aug-1999	2,518, 661	11-Dec-2001	Bath brushes, bath sponges, bath straps, bath gloves, and loofah (Cl. 21)	Bradford Soap Mexico, Inc.	Registered; Maintenance Affidavit due 11-Dec-2007