

12-05-2006

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/200)

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



103344257

2006 DEC -1 AM 11:39

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Horizon Group USA, Inc.  
Horizon Fabrics, Inc.  
Hirschberg Schutz & Co., Inc.  
Devrian Global Industries, LLC

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation- State: New Jersey
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) Septmeber 25, 2006

- Assignment                       Merger
- Security Agreement               Change of Name
- Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: PNC Bank, National Association  
Internal  
Address: PNC Bank Center  
Street Address: Two Tower Center, 8th Floor  
City: East Brunswick  
State: New Jersey  
Country: USA Zip: 08816

- Association    Citizenship USA
- General Partnership    Citizenship \_\_\_\_\_
- Limited Partnership    Citizenship \_\_\_\_\_
- Corporation    Citizenship \_\_\_\_\_
- Other \_\_\_\_\_    Citizenship \_\_\_\_\_

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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
78859817; 78859868; 78626436; 78695116; 78693778;  
76650201; 76656509; 76660978; 76650246; 76650247

B. Trademark Registration No.(s)  
2906966; 2884787; 2906965; 2946426; 2918324; 2687583;  
2737779; 2712612; 3056747; 2907560; 3090680;

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

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

Name: Edward J. Albowicz, Esq.  
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Fax Number: (732) 855-6117  
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**6. Total number of applications and registrations involved:**

22

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 565.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card    Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_  
b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**9. Signature:**

Edward J. Albowicz, Esq.  
Signature  
Edward J. Albowicz, Esq.  
Name of Person Signing

November 30, 2006

Date

Total number of pages including cover sheet, attachments, and document: 1

12.1.06  
0000058 78859817  
40.00 DP  
525.00 DP  
12/04/2006  
01 40-1852  
01 FC-1852

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 003446 FRAME: 0756

**FIRST AMENDMENT TO PATENTS, TRADEMARKS AND  
COPYRIGHTS SECURITY AGREEMENT**

THIS FIRST AMENDMENT TO PATENTS, TRADEMARKS AND COPYRIGHTS SECURITY AGREEMENT (the "Agreement") is entered into September 25, 2006 by and among HORIZON GROUP USA, INC., a corporation organized under the laws of the State of New Jersey ("Horizon USA"), HORIZON FABRICS, INC., a corporation organized under the laws of the State of New Jersey ("Horizon Fabrics"), HIRSCHBERG SCHUTZ & CO., INC., a corporation organized under the laws of the State of New Jersey ("Hirschberg"), and DEVRIAN GLOBAL INDUSTRIES, LLC, a limited liability company organized under the laws of the State of New Jersey ("Devrian" and collectively with Horizon USA, Horizon Fabrics and Hirschberg, the "Assignors"), the financial institutions which are now or which hereafter become a party hereto (collectively, the "Lenders" and individually a "Lender") and PNC BANK, NATIONAL ASSOCIATION ("PNC"), as agent for Lenders (PNC, in such capacity, the "Agent").

**RECITALS**

Whereas, the Assignors and PNC entered into a certain Patents, Trademarks and Copyrights Security Agreement dated August 15, 2002 (as is being and may be further amended, restated, modified and/or extended, the "Security Agreement"); and

Whereas, Assignors and PNC have agreed to modify the terms of the Security Agreement as set forth in this Agreement.

Now, therefore, in consideration of PNC's continued extension of credit and the agreements contained herein, the parties agree as follows:

**AGREEMENT**

1) **MODIFICATIONS.** The Security Agreement be and hereby is modified as follows:

- (a) Schedules A, B, C and D of the Security Agreement are hereby deleted and replaced with revised Schedules A, B, C and D attached hereto.
- (b) The definition of "Credit Agreement" is hereby deleted and replaced with a new definition to read as follows:

"Assignors" shall mean, collectively, Horizon Group USA, Inc., Horizon Fabrics, Inc., Hirschberg Schutz & Co., Inc. and Devrian Global Industries, LLC.

- (c) The definition of "Credit Agreement" is hereby deleted and replaced with a new definition to read as follows:

"Credit Agreement" shall mean that certain Amended and Restated Revolving Credit and Security Agreement by and among the Assignors and the Lenders dated September 25, 2006, as amended, restated, replaced, supplemented and/or modified from time to time.

2) **ACKNOWLEDGMENTS.** Assignors acknowledge and represent that:

- (A) the Security Agreement, as amended hereby, is in full force and effect without any defense, claim, counterclaim, right or claim of set-off;
- (B) to the best of their knowledge, no default by the Agent or Lenders in the performance of their duties under the Security Agreement has occurred;
- (C) all representations and warranties of the Assignors contained herein are true and correct in all material respects as of this date, except for any representation or warranty that specifically refers to an earlier date;

(D) Assignors have taken all necessary action to authorize the execution and delivery of this Agreement; and

(E) this Agreement is a modification of an existing obligation and is not a novation.

3) **MISCELLANEOUS.** This Agreement shall be construed in accordance with and governed by the laws of the State of New Jersey, without reference to that state's conflicts of law principles. This Agreement constitutes the sole agreement of the parties with respect to the subject matter thereof and supersedes all oral negotiations and prior writings with respect to the subject matter thereof. No amendment of this Agreement, and no waiver of any one or more of the provisions hereof shall be effective unless set forth in writing and signed by the parties hereto. The illegality, unenforceability or inconsistency of any provision of this Agreement shall not in any way affect or impair the legality, enforceability or consistency of the remaining provisions of this Agreement. This Agreement may be executed in any number of counterparts and by the different parties on separate counterparts. Each such counterpart shall be deemed an original, but all such counterparts shall together constitute one and the same agreement.

4) **DEFINITIONS.** The terms used herein and not otherwise defined or modified herein shall have the meanings ascribed to them in the Security Agreement. The terms used herein and not otherwise defined or modified herein or defined in the Security Agreement shall have the meanings ascribed to them by the Uniform Commercial Code as enacted in New Jersey.

IN WITNESS WHEREOF, the undersigned have signed and sealed this Agreement the day and year first above written.

ATTEST:

THE HORIZON GROUP USA, INC.

By: Rebecca Rowell  
Name: Rebecca Rowell  
Title: Controller

By: Raymond Bialick  
Name: Raymond Bialick  
Title: President

ATTEST:

HORIZON FABRICS, INC.

By: Rebecca Rowell  
Name: Rebecca Rowell  
Title: Controller

By: Raymond Bialick  
Name: Raymond Bialick  
Title: President

ATTEST:

HIRSCHBERG SCHUTZ & CO., INC.

By: Rebecca Rowell  
Name: Rebecca Rowell  
Title: Controller

By: Raymond Bialick  
Name: Raymond Bialick  
Title: President

WITNESS:

DEVRIAN GLOBAL INDUSTRIES, LLC

By: Raymond Bialick  
Name: Raymond Bialick  
Title: Executive Vice President

By: [Signature]  
Name: James H. Cash  
Title: Manager

PNC BANK, NATIONAL ASSOCIATION  
Lender and as Agent

By: \_\_\_\_\_  
Name: Edward Chonko  
Title: Vice President

WITNESS:

DEVRIAN GLOBAL INDUSTRIES, LLC

By: Raymond Bialick  
Name: Raymond Bialick  
Title: Executive Vice President

By: [Signature]  
Name: James H. Cash  
Title: Manager

PNC BANK, NATIONAL ASSOCIATION  
Lender and as Agent


By: [Signature]  
Name: Edward Chonko  
Title: Vice President

STATE OF NEW JERSEY :  
:SS:  
COUNTY OF :

I CERTIFY that on September 25, 2006, Raymond Bialick personally came before me and stated under oath to my satisfaction that:

- (a) this person is the President of HORIZON GROUP USA, INC., the President of HORIZON FABRICS, INC. and the President of HIRSCHBERG SCHUTZ & CO., INC., the corporations named in this Instrument;
- (b) this Instrument was signed and delivered by the corporations as their voluntary act duly authorized by a proper resolution of their respective Board of Directors;
- (c) this person knows the proper seal of each corporation, both which are affixed to this Instrument;
- (d) this person signed this acknowledgement to attest to the truth of these facts.

Signed and sworn to before me on  
September 25, 2006



**Terri Serrano**  
**My Commission Expires**  
**March 31<sup>ST</sup> 2011**

STATE OF NEW JERSEY :  
:SS:  
COUNTY OF :

I CERTIFY that on September 25, 2006, James H. Cash personally came before me and stated under oath to my satisfaction that:

- (a) this person is a Manager of DEVRIAN GLOBAL INDUSTRIES, LLC, the limited liability company named in this Instrument;
- (b) this Instrument was signed and delivered by the limited liability company as its voluntary act duly authorized by a proper resolution of their Managers;
- (c) this person signed this acknowledgement to attest to the truth of these facts.

Signed and sworn to before me on  
September 25, 2006



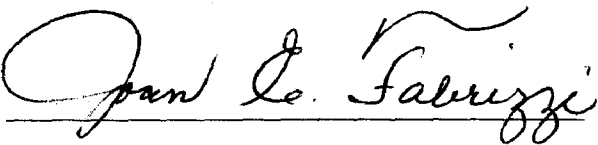
**Terri Serrano**  
**My Commission Expires**  
**March 31<sup>ST</sup> 2011**

STATE OF NEW JERSEY :  
 :SS:  
COUNTY OF :

I CERTIFY that on September 25, 2006, EDWARD CHONKO personally came before me and stated under oath to my satisfaction that:

- (a) this person is the Vice President of PNC Bank, a National Association, the corporation named in this Instrument;
- (b) this Instrument was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors;
- (c) this person knows the proper seal of the corporation which was affixed to this Instrument;
- (d) this person signed this acknowledgement to attest to the truth of these facts.

Signed and sworn to before me on  
September 25, 2006



JOAN E. FABRIZZI  
NOTARY PUBLIC, State of New Jersey  
My Commission Expires Feb. 24, 2010

**SCHEDULE A****COPYRIGHTS**

<b>TITLE</b>	<b>PUBLISHED</b>	<b>REGISTERED</b>	<b>DESCRIPTION</b>	<b>REGISTRATION NUMBER</b>
<b>BUTTERFLY/HEART</b>	<b>June 30, 1998</b>	<b>Sept 29, 2004</b>	<b>Applique</b>	<b>VA-1-265-744</b>
<b>LADY BUG SMALL</b>	<b>June 30, 1998</b>	<b>Sept 29, 2004</b>	<b>Applique</b>	<b>VA-1-265-745</b>
<b>ANGEL/STAR/HEART</b>	<b>June 30, 1998</b>	<b>Sept 29, 2004</b>	<b>Applique</b>	<b>VA-1-265-746</b>
<b>GIRL PURPLE FAIRY</b>	<b>June 30, 1998</b>	<b>Sept 29, 2004</b>	<b>Applique</b>	<b>VA-1-265-747</b>
<b>GIRL FAIRY</b>	<b>June 30, 1998</b>	<b>Sept 29, 2004</b>	<b>Applique</b>	<b>VA-1-265-748</b>
<b>BEE SMILING</b>	<b>June 30, 1998</b>	<b>Sept 29, 2004</b>	<b>Applique</b>	<b>VA-1-265-749</b>
<b>DOG-SHAGGY</b>	<b>June 30, 1998</b>	<b>Sept 29, 2004</b>	<b>Applique</b>	<b>VA-1-265-750</b>
<b>CELL STONES &amp; BLING FOR THINGS DESIGNS</b>	<b>PENDING</b>	<b>June 12, 2006</b>	<b>Designs for rhinestones</b>	<b>VAu-671-704</b>
<b>PREMIUM CRAFT</b>	<b>PENDING</b>	<b>July 25, 2006</b>	<b>Design on canvas</b>	<b>VAu-707-397</b>



**SCHEDULE B**

**PATENTS/PATENT APPLICATIONS**

<b>Invention Name</b>	<b>Application Type</b>	<b>Application Serial No.</b>	<b>Filing Date</b>	<b>Current Status</b>
Three Dimensional Coloring Product ("Fuzzy Art")	Utility	11/223,739	9/9/2005	Pending
Glitter Glue Extruder	Utility	11/437,151	5/19/2006	Pending
Yarn Ball Retaining & Dispensing Device	Utility	11/295,399	12/6/2005	Pending
Waterproof LED Light	Utility	11/397,258	4/4/2006	Pending
Display Package	Design	29/237,984	9/9/2005	Allowed - Issue Fee Paid
Display Unit	Design	29/237,987	9/9/2005	Patented (USP D525,878)
Waterproof Display Light	Design	29/242/028	11/3/05	Allowed - Issue Fee Paid 8/14/06
Yarn Ball & Package	Design	29/251,556	1/10/06	Pending
Yarn Ball & Package	Design	29/251,548	1/10/06	Pending

## SCHEDULE C

### TRADEMARKS

MARK	FILING/REGISTRATION DATE	APPLICATION SERIAL NO.	REGISTRATION NUMBER	STATUS
FANCY FINERY	April 12, 2006	78859817		Pending
CELL STONES	April 12, 2006	78859868		Pending
COOKIE TIME	May 23, 2003	76411954	2906966	Registered
INSTACURL (LOGO)	May 23, 2002	76411605	2884787	Registered
COOKIE TIME (LOGO)	May 23, 2002	76411557	2906965	Registered
INSTA CURL	May 23, 2002	76411053	2946426	Registered
BETTER BEADS (LOGO)	October 10, 2001	76322868	2918324	Registered
BETTER BEADS	December 29, 2000	76189129	2687583	Registered
PATCH IT UP	December 29, 2000	76189126	2737779	Registered
DECORATIVE DETAILS	January 2, 2001	76187998	2712612	Registered
THE YARN BALL	May 10, 2005	78626436		Pending
TRIM COUTURE	August 18, 2005	78695116		Pending
CELEBRATION LIGHTS	August 16, 2005	78693778		Pending
THE CARD CONNECTION (LOGO)	July 29, 2002	76435326	3056747	Registered
THE CARD CONNECTION	July 29, 2002	76435367	2907560	Registered
IT'S SO ME	October 27, 2003	76554536	3090680	Registered
3D VELV-ITS!	November 1, 2004	76618840	3096920	Registered
MAGNE-TECH	November 14, 2005	76650247		Pending
GO CREATE	November 14, 2005	76650201		Pending
THINK BOX	March 14, 2006	76656509		Pending
COLOR ZONE	June 2, 2006	76660978		Pending
SPRAY-TECH	November 14, 2005	76650246		Pending

**SCHEDULE D**

**ITU MARKS**

NONE

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<http://www.wilentz.com>

Please reply to:  
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JAMES J. TRACY  
JOSHUA A. FREEMAN  
CHAD B. SIMON<sup>2</sup>

<sup>1</sup> Certified Civil Trial Attorney  
<sup>2</sup> Certified Criminal Trial Attorney  
<sup>3</sup> Certified Matrimonial Attorney  
<sup>4</sup> Certified Workers Compensation Attorney  
<sup>5</sup> National Certified Civil Trial Specialist  
Approved by the ABA  
<sup>1</sup> Not admitted NJ  
<sup>2</sup> Admitted NY  
<sup>3</sup> Admitted PA  
<sup>4</sup> Admitted CT  
<sup>5</sup> Admitted DC  
<sup>6</sup> Admitted MA  
<sup>7</sup> Admitted MD  
<sup>8</sup> Admitted VA  
<sup>9</sup> Admitted CA  
<sup>10</sup> Admitted FL  
<sup>11</sup> Admitted IL

November 30, 2006

## VIA EXPRESS MAIL

Mail Stop Assignment Recordation Services  
Director of the U.S. Patent and Trademark Office  
PO Box 1450  
Alexandria, VA 22313-1450

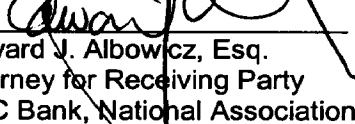
Re: Our Client/Matter No.: 093193.224  
Owners: Horizon Group USA, Inc.; Horizon Fabrics, Inc.; Hirschberg Schutz & Co.,  
Inc. and Devrian Global Industries, LLC

Sir:

Kindly file the enclosed papers indicated below. Also enclosed is a check in the amount of \$565.00 in payment of the estimated fee. Please do not hesitate to contact the undersigned with any questions.

- (x) Trademark Recordation Form Cover Sheet
- (x) Patents, Trademarks and Copyrights Security Agreement.

Respectfully submitted,  
WILENTZ, GOLDMAN & SPITZER, P.A.

By:   
Edward J. Albowicz, Esq.  
Attorney for Receiving Party  
PNC Bank, National Association

Enclosures

Express Mail mailing label  
Number ED 933320302 US  
Date of Deposit 11/30/06

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed as indicated above

  
Edward J. Albowicz, Esq.

#2826870 (093193.224)

RECORDED: 12/01/2006

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