

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
Ginsey Industries, Inc.		05/17/2007	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA	
Name:	BB&T Capital Partners/Windsor Messanine Fund, LLC
Street Address:	101 N. Cherry Street, Suite 400
City:	Winston-Salem
State/Country:	NORTH CAROLINA
Postal Code:	27101
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2441350	AQUATOUGH BATH MAT
Registration Number:	2103391	DESIGN TRENDS FASHION SOFT SEATS
Registration Number:	1598446	ELEGANCE
Registration Number:	1156262	GINSEY
Registration Number:	2372108	
Registration Number:	2386953	
Registration Number:	1766802	AQUASSAGE
Registration Number:	2017366	SUREFOOT - THE ANYWHERE COMFORT MAT
Registration Number:	1563245	CLASSIQUE
Serial Number:	76399846	SOFT GIGGLES
Serial Number:	77156017	SOFT GIGGLES
Serial Number:	77150043	SOFT GIGGLES

CORRESPONDENCE DATA

CH \$315.00 2441350

Fax Number: (704)444-8847
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (704) 343-2000
Email: kimberly.saltrick@hmw.com
Correspondent Name: Kimberly B. Saltrick, Paralegal
Address Line 1: 201 North Tryon Street
Address Line 2: Helms Mulliss & Wicker, PLLC
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	4010643-292
NAME OF SUBMITTER:	R. Christian Brose
Signature:	/R. Christian Brose/
Date:	06/25/2007

Total Attachments: 3
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Ginsey Industries, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: Pennsylvania
- Other _____

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) May 17, 2007

- 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: BB&T Capital Partners/Windsor Mezzanine Fund, LLC

Internal

Address: _____

Street Address: 101 N. Cherry Street, Suite 400

City: Winston-Salem

State: North Carolina

Country: USA

Zip: 27101

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship Delaware, USA

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)**

See Schedule I attached hereto and incorporated herein.

B. Trademark Registration No.(s)

See Schedule I attached hereto and incorporated herein.

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: Kimberly B. Saltrick, Paralegal

Internal Address: Helms Mulliss & Wicker, PLLC

Street Address: 201 North Tryon Street

City: Charlotte

State: North Carolina Zip: 28202

Phone Number: 704-343-2000

Fax Number: 704-444-8847

Email Address: kimberly.saltrick@hmv.com

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$315.00

- 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:

Signature

May 17, 2007

Date

R. Christian Brose, Helms Mulliss & Wicker, PLLC

Name of Person Signing

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

4


**NOTICE OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS**

U.S. Department of Commerce
U.S. Patent and Trademark Office

Please be advised that the undersigned has granted a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described on Schedule I attached hereto, (collectively, the "Trademarks") to **BB&T CAPITAL PARTNERS/WINDSOR MEZZANINE FUND, LLC**, as Collateral Agent (the "Collateral Agent"), pursuant to that certain **TRADEMARK SECURITY AGREEMENT** made and entered into as of May 17, 2007 by and between **GINSEY INDUSTRIES, INC.**, a Pennsylvania corporation and the Collateral Agent (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

The Collateral Agent's security interest in the described Trademarks can be terminated only in accordance with the terms of the Security Agreement.

GINSEY INDUSTRIES, INC.

By: 
Name: Matthew E. Malone
Title: Vice President

SCHEDULE I**TRADEMARKS**

TRADEMARK	REG. NO.	REG. DATE
AQUATOUGH BATH MAT	2,441,350	04/03/2001
DESIGN TRENDS FASHION SOFT SEATS	2,103,391	10/07/1997
ELEGANCE	1,598,446	05/29/1990
GINSEY	1,156,262	06/02/1981
FOOT-SHAPED MAT DESIGN (LARGE)	2,372,108	08/01/2000
FOOT-SHAPED MAT DESIGN (SMALL)	2,386,953	09/19/2000
AQUASSAGE	1,766,802	04/20/1993
SUREFOOT - THE ANYWHERE COMFORT MAT	2,017,366	11/19/1996
CLASSIQUE	1,563,245	10/31/1989

U.S. PENDING TRADEMARK APPLICATIONS

TRADEMARK	APP. NO.	FILING DATE
SOFT GIGGLES	76/399,846	04/23/2002
SOFT GIGGLES & Design	77/156,017	04/13/2007
SOFT GIGGLES	77/150,043	04/05/2007