

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
L.P. Thebault Company, Inc.		11/17/2006	CORPORATION: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Allied Capital Corporation, as Collateral Agent		
<b>Street Address:</b>	1919 Pennsylvania Avenue, NW		
<b>City:</b>	Washington		
<b>State/Country:</b>	DISTRICT OF COLUMBIA		
<b>Postal Code:</b>	20006		
<b>Entity Type:</b>	CORPORATION: MARYLAND		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2384927	LPT	
Registration Number:	2387166	THEBAULT D I	
Registration Number:	2380732	L. P. THEBAULT COMPANY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9192868041		
<b>Email:</b>	pto_tmconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	025014.003NTLPTHEBAULTJES		
<b>NAME OF SUBMITTER:</b>	John E. Slaughter		

OP \$90.00 2384927

Signature:

/John E. Slaughter/

Date:

07/16/2007

Total Attachments: 4

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THE LIEN AND SECURITY INTEREST EVIDENCED BY THIS NOTICE AND THE EXERCISE OF ANY RIGHT OR REMEDY BY SUCH LENDER IN RESPECT THERETO IS JUNIOR AND SUBORDINATE TO THE INTEREST OF BANK OF AMERICA, N.A., INDIVIDUALLY AND AS SENIOR AGENT AND IS SUBJECT TO THE PROVISIONS OF THE AMENDED AND RESTATED INTERCREDITOR AGREEMENT, DATED AS OF JULY 3, 2007, AS AMENDED, SUPPLEMENTED, MODIFIED OR REPLACED FROM TIME TO TIME IN ACCORDANCE WITH THE TERM THEREOF (THE "INTERCREDITOR AGREEMENT") AMONG BANK OF AMERICA, N.A., AS SENIOR AGENT, ALLIED CAPITAL CORPORATION, AS JUNIOR AGENT, BANK OF AMERICA, N.A., AS CONTROL AGENT, THE BORROWERS (AS DEFINED THEREIN) AND, THE GUARANTORS (AS DEFINED THEREIN) FROM TIME TO TIME A PARTY THERETO.

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated as of November 17, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Allied Capital Corporation, as Lender (the "Collateral Agent"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent, for the benefit of the Agents and the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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[see attached Schedule 1]

TRADEMARK APPLICATIONS

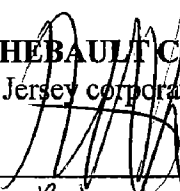
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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None.

The Obligors and the Collateral Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

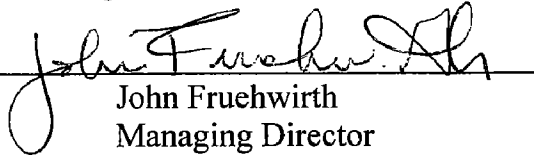
Very truly yours,

**L.P. THEBAULT COMPANY, INC.,**  
a New Jersey corporation

By:   
Name: Robert Kashan  
Title: Chief Executive officer

Acknowledged and Accepted:

**ALLIED CAPITAL CORPORATION,**  
as Collateral Agent

By:   
John Fruehwirth  
Managing Director

Signature Page to Notice of Grant of Security  
Interest in Trademarks – L.P. Thebault Company, Inc. (Second Lien)  
Earthcolor, Inc.  
July 2007

**TRADEMARK**  
**REEL: 003580 FRAME: 0981**

**Schedule 1**

**L.P. Thebault Company, Inc.  
(New Jersey Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
LPT & Oval Logo	2,384,927	9/12/2000
THEBAULT D I	2,387,166	9/19/2000
L.P. Thebault Company	2,380,732	8/29/2000

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