

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interests		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UBS AG		07/29/2009	as original administrative and collateral agent: SWITZERLAND
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	as successor administrative and collateral agent: GERMANY		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Registration Number:	2114808	CHARTS & CHARMS	
Registration Number:	2968985	CLEAR ON CLEAR	
Registration Number:	3225905	CREATIVE ACCENTS	
Registration Number:	2272959	CREATIVE ACCENTS	
Registration Number:	3024789	CREATIVE ACCENTS	
Registration Number:	2421474	DAYDREAMS	
Registration Number:	1214121	DIMENSIONS	
Registration Number:	3030072	EXCELLENCE BY DESIGN DIMENSIONS	
Registration Number:	1909361	FASHIONART	
Registration Number:	2027935	FELTWORKS	
Registration Number:	1536491	FROM THE HEART	
Registration Number:	2718783	GALERIE VERNISSAGE	
Registration Number:	1165529	INKADINKADO	

OP \$665.00 2114808

900142422

TRADEMARK
 REEL: 004056 FRAME: 0428

Registration Number:	1695412	LEARN-A-CRAFT
Registration Number:	2938873	LIFE'S LITTLE MEMORIES
Registration Number:	2907345	ME! ETC.
Registration Number:	1496866	NO COUNT
Registration Number:	2086904	PERLER
Registration Number:	3221392	PERLER BEADS
Registration Number:	1521059	STITCHABLES
Registration Number:	1176272	SUNSET
Registration Number:	1194015	SUNSET
Registration Number:	1174296	SUNSET
Registration Number:	1187817	SUNSET
Registration Number:	3068971	THINGAMAJIGS
Serial Number:	77076102	PERSONAL IMPRESSIONS

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2128198200
 Email: fcutajar@whitecase.com
 Correspondent Name: White & Case LLP
 Address Line 1: 1155 Avenue of the Americas
 Address Line 2: Patents & Trademarks
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1503845-0021
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	09/02/2009

Total Attachments: 5
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ASSIGNMENT OF SECURITY INTERESTS IN PATENTS AND TRADEMARKS

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment") dated as of July 29, 2009 is entered into by and between UBS AG, Stamford Branch ("UBS") and Deutsche Bank Trust Company Americas ("DB"). All capitalized terms used herein and not otherwise defined shall have the respective meanings provided such terms in the Credit Agreement referred to below.

WHEREAS, pursuant to the Amended and Restated Second Lien Credit Agreement, dated as of August 1, 2007, as amended and restated as of November 19, 2007 (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Wilton Brands Inc. (fka Wilton Products Inc.), (the "Borrower"), the Guarantors, the Lenders party thereto and UBS, as the original administrative and collateral agent thereunder; and

WHEREAS, the Lenders severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth in the Credit Agreement; and

WHEREAS, Wilton Brands Inc. (fka UCG Paper Crafts, Inc.), EK Success Ltd., Dimensions Crafts LLC (fka Dimensions Acquisition LLC), K & Company LLC, Wilton Industries, Inc., Wilton Intercontinental LLC and Wilton Global Sourcing LLC (collectively, the "Grantors") and UBS, the Lenders and other secured parties thereto (collectively, the "Secured Parties") are parties to a certain Security Agreement (Second Lien), dated as of August 1, 2007, (as the same may be or may have been amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, the Grantors were required to execute and deliver a Copyright Security Agreement, Patent Security Agreement and a Trademark Security Agreement whereby the Grantors mortgaged, pledged, and hypothecated to UBS and granted UBS a security interest in certain patents and trademarks, including, without limitation, those listed on Schedule A attached hereto (the "Secured IP") for the benefit of the Secured Parties (as defined in the Credit Agreement); and

WHEREAS, pursuant to that certain First Amendment and Resignation and Appointment Agreement, dated as of July 8, 2009, DB has replaced UBS as the Administrative Agent under the Credit Agreement and Security Agreement and therefore has required all of UBS' right, title and interest, in or to, the Secured IP in order to hold collateral security for the full, prompt, and complete payment and performance of the Secured Obligations of the Grantors, as set forth in the Credit Agreement and Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, UBS hereby gives notice of its grant, conveyance, and assignment, on an exclusive basis, to DB, its successors, legal representatives, and assigns, of all UBS' right, title and interest in and to the Secured IP, including, without limitation, all liens and security interests, and to any renewals and/or extensions thereof, for all territories of the world in perpetuity, as well as any products and proceeds thereof, including all goodwill, income, royalties, and damages now and hereafter due or payable to UBS, for past, present, or future

infringements and misappropriations, as well as all rights to sue for such infringements or misappropriations, and all rights corresponding to any of the above throughout the world, including by not limited to the security interest in the Intellectual Property recorded with the United States Patent and trademark Office at the following Reel and Frame Numbers:

PATENTS

Assignor	Reel/Frame #	Dated of Recordation
Dimensions Acquisition LLC	019640 / 0772	8-3-2007
K & Company LLC	019640 / 0900	8-3-2007
Wilton Industries, Inc.	019640 / 0537	8-3-2007
E K Success Ltd.	019640 / 0746	8-3-2007

TRADEMARKS

Assignor	Reel/Frame #	Dated of Recordation
Dimensions Acquisition LLC	003594 / 0474	8-3-2007
K & Company LLC	003594 / 0456	8-3-2007
Wilton Industries, Inc.	003594 / 0265	8-3-2007
E K Success Ltd.	003594 / 0277	8-3-2007

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Assignor	Volume/Document #	Dated of Recordation
Dimensions Acquisition LLC	V3550 D356	8-6-2007
K & Company LLC	V3550 D355	8-6-2007
Wilton Industries, Inc.	V3550 D357	8-6-2007
E K Success Ltd.	V3550 D358 V3550 D359	8-6-2007

IN WITNESS WHEREOF the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 29th day of July, 2009.

ASSIGNOR

UBS AG, STAMFORD BRANCH.
as original administrative and collateral agent

By: 

Name: Irja R. Otsa

Title: Associate Director

By: 

Name: Marie Haddad

Title: Associate Director

ASSIGNEE

DEUTSCHE BANK TRUST COMPANY AMERICAS
as successor administrative and collateral agent

By: Scotty Lindsay
Name: Scotty Lindsay
Title: Director

By: Susan LeFevre
Name: Susan LeFevre
Title: Managing Director

Schedule A

TRADEMARKS

<u>Owner</u>	<u>Reg Number/App Number</u>	<u>Mark</u>
Dimensions Acquisition LLC	2,114,808	CHARTS & CHARMS
Dimensions Acquisition LLC	2,968,985	CLEAR ON CLEAR
Dimensions Acquisition LLC	3,225,905	CREATIVE ACCENTS
Dimensions Acquisition LLC	2,272,959	CREATIVE ACCENTS
Dimensions Acquisition LLC	3,024,789	CREATIVE ACCENTS
Dimensions Acquisition LLC	2,421,474	DAY DREAMS
Dimensions Acquisition LLC	1,214,121	DIMENSIONS
Dimensions Acquisition LLC	3,030,072	EXCELLENCE BY DESIGN DIMENSIONS
Dimensions Acquisition LLC	1,909,361	FASHIONART
Dimensions Acquisition LLC	2,027,935	FELTWORKS
Dimensions Acquisition LLC	1,536,491	FROM THE HEART
Dimensions Acquisition LLC	2,718,783	GALERIE VERNISSAGE
Dimensions Acquisition LLC	1,165,529	INKADINKADO
Dimensions Acquisition LLC	1,695,412	LEARN-A-CRAFT
Dimensions Acquisition LLC	2,938,873	LIFE'S LITTLE MEMORIES
Dimensions Acquisition LLC	2,907,345	ME! ETC.
Dimensions Acquisition LLC	1,496,866	NO COUNT
Dimensions Acquisition LLC	2,086,904	PERLER
Dimensions Acquisition LLC	3,221,392	PERLERBEADS
Dimensions Acquisition LLC	1,521,059	STITCHABLES
Dimensions Acquisition LLC	1,176,272	SUNSET
Dimensions Acquisition LLC	1,194,015	SUNSET
Dimensions Acquisition LLC	1,174,296	SUNSET
Dimensions Acquisition LLC	1,187,817	SUNSET
Dimensions Acquisition LLC	3,068,971	THINGAMAJIGS
Dimensions Acquisition LLC	77/076,102	PERSONAL IMPRESSIONS