

05-17-2010



103597389

To the Director of the U. S. Patent and Trademark Office, and to the appropriate documents or the new address(es) below.

5/14/10

1. Name of conveying party(ies):
Magnussen International Corp.
66 Hincks Street
New Hamburg, Ontario N3A 2A3

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

Citizenship (see guidelines) Canada

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No
 Additional names, addresses, or citizenship attached? No

Name: The Toronto-Dominion Bank
 Internal
 Address: 39th Floor
 Street Address: 66 Wellington Street West
 City: Toronto
 State: Ontario
 Country: Canada Zip: M5K 1A2

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Canada
 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)

3. Nature of conveyance /Execution Date(s) :
 Execution Date(s) April 30, 2010

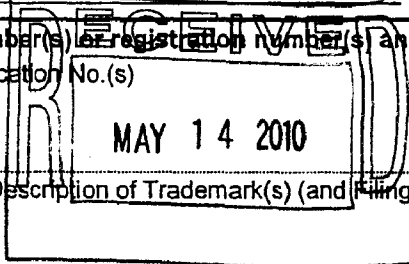
Assignment Merger
 Security Agreement Change of Name
 Other _____

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

A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2,808,548 and 2,953,058

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: Leslie Mark Greenbaum, Esq.
 Internal Address: _____
Gross Shuman Brizdle & Gilfillan, P.C.
 Street Address: 465 Main Street
Suite #600
 City: Buffalo
 State: NY Zip: 14203
 Phone Number: 716-854-4300
 Fax Number: 716-854-2787
 Email Address: lgreenbaum@gross-shuman.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

05/14/2010 MJAMA1 00000046 2808548
 Deposit Account Number _____
 01 FC:8521 _____
 Authorized User ID: _____

9. Signature: [Signature] Signature April 30, 2010 Date
Aaron Turner, Vice President, The Toronto-Dominion Bank
 Name of Person Signing

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

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

ATTACHMENT TO RECORDATION FORM COVER SHEET

Item No. 1 Additional Names of Conveying Parties:

Magnussen Home Furnishings Ltd
66 Hincks Street
New Hamburg, Canada NOB2G0

Magnussen Home Furnishings, Inc.
4196 Mendenhall Oaks Parkway
Suite 120
High Point, NC 27265

DESIGNATION OF DOMESTIC REPRESENTATIVE
FOR RECORDATION OF SECURITY INTEREST

Name of Receiving Party: The Toronto-Dominion Bank
Registration Numbers: 2,808,548 and 2,953,058
Address of Receiving Party: 39th Floor, 66 Wellington Street, West
Toronto, Ontario M5K1A2 CANADA

Trademark: "MAGNUSSEN"
Registration No. 2,808,548
Registration Date: January 27, 2004

Trademark: "Magnussen Home & Design"
Registration No. 2,953,058
Registration Date: May 17, 2005

TO THE COMMISSIONER FOR TRADEMARKS

The above-identified Receiving Party hereby designates the following as Domestic Representative upon whom notice or process in proceedings affecting the above-identified trademarks may be served:

Name of Domestic Representative: Leslie Mark Greenbaum, Esq.
Gross, Shuman, Brizdle & Gilfillan, P.C.
465 Main Street, Suite #600
Buffalo, New York 14203
Telephone: (716) 854-4300
Facsimile: (716) 854-2797
E-Mail: lgreenbaum@gross-shuman.com

Dated: April 30, 2010

By:



Name of Person Signing:
Aaron Turner, Vice President
The Toronto-Dominion Bank

*Darcy Mack
Vice President*

NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS Magnussen International Corp., a corporation amalgamated under the laws the Province of Ontario (the "**Debtor**"), whose full address is 66 Hincks Street, New Hamburg, Ontario N3A 2A3, is the owner of the registered trade marks set forth in Attachment 1 attached hereto (collectively, the "**Intellectual Property**");

AND WHEREAS, pursuant to the terms of a license agreements, each dated January 22, 2004 (collectively, the "**License Agreements**"), the Debtor granted a non-exclusive license to use the Intellectual Property to each of Magnussen Home Furnishings Ltd. (the "**Canadian Borrower**"), whose full address is 66 Hincks Street, New Hamburg, Ontario N3A 2A3, and Magnussen Home Furnishings, Inc. (the "**US Borrower**"), and, together with the Canadian Borrower and the Debtor, the "**Obligors**"), whose full address is 4196 Mendenhall Oaks Parkway, Suite 115, High Point, NC, 27265;

AND WHEREAS The Toronto-Dominion Bank (the "**Lender**"), whose full address is 66 Wellington Street West, 39th Floor, Toronto, Ontario M5K 1A2, entered into, *inter alia*, general security agreements with each of the Obligors dated as of the date hereof, by which each of the Obligors granted to the Lender a security interest and lien in all of their respective property, including the Intellectual Property and rights granted under the License Agreements, as applicable (collectively, the "**General Security Agreements**");

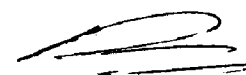
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the General Security Agreements, each of the Obligors hereby confirm the granting of a security interest and lien in the Intellectual Property to the Lender.

EACH OF THE OBLIGORS hereby certify that the aforementioned information as it relates to such Obligor is true and accurate.

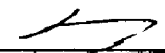
[Signature page follows]

DATED: April 30, 2010.


MAGNUSSEN INTERNATIONAL CORP.

By: 
Name: Richard Magnusson
Title: CEO

MAGNUSSEN HOME FURNISHINGS LTD.

By: 
Name: Richard Magnusson
Title: CEO

MAGNUSSEN HOME FURNISHINGS, INC.

By: 
Name: Richard Magnusson
Title: CEO

Attachment 1**Canadian Trademarks**

| Trademark | Registration No. | Registration Date | Application Date | Application No. |
|---------------------------|-------------------------|--------------------------|-------------------------|------------------------|
| MAGNUSSEN | TMA660,826 | March 15, 2006 | December 24, 2003 | 1,202,293 |
| M Magnussen Home & Design | TMA629,361 | January 5, 2005 | December 24, 2003 | 1,202,298 |

US Trademarks

| Trademark | Registration No. | Registration Date | Application Date | Application No. |
|---------------------------|-------------------------|--------------------------|-------------------------|------------------------|
| MAGNUSSEN | 2,808,548 | January 27, 2004 | | |
| M Magnussen Home & Design | 2,953,058 | May 17, 2005 | | |

China Trademarks

| Trademark | Registration No. | Registration Date | Application Date | Application No. |
|------------------|-------------------------|--------------------------|-------------------------|------------------------|
| MAGNUSSEN Home | 8051404 | Feb 4, 2010 | | |

6601901.3

*Notice of Security Interest in Intellectual Property***RECORDED: 05/14/2010****TRADEMARK
REEL: 004208 FRAME: 0115**