

10-15-1999

Docket No.:

025983/0029



Tab settings

101173759

To the Honorable Commissioner of Patent

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**FIRST UNION NATIONAL BANK  
(FORMERLY KNOWN AS FIRST UNION NATIONAL  
BANK OF NORTH CAROLINA)**

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☐ Corporation-State  
☒ Other **NATIONAL BANKING ASSOCIATION**

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☒ Other **SECURITY AGREEMENT ASSIGNMENT**

Execution Date: **SEPTEMBER 22, 1999**

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

Name: **FOOTHILL CAPITAL CORPORATION, as Agent**

Internal Address: \_\_\_\_\_

Street Address: **11111 SANTA MONICA BOULEVARD**

City: **LOS ANGELES** State: **CA** ZIP: **90025**

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State **CALIFORNIA**  
☐ Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ N  
(Designations must be a separate document from  
Additional name(s) & address(es) ☐ Yes ☐ N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

**NONE**

B. Trademark Registration No.(s)

**1,764,528 2,027,896 1,739,756**

Additional numbers ☐ Yes ☒ No

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

Name: **PAULA A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **900 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved:.....

**3**

7. Total fee (37 CFR 3.41):.....\$ **\$90.00**

- ☐ Enclosed  
☒ Authorized to be charged to deposit account

8. Deposit account number:

**SCHULTE ROTH & ZABEL LLP - 500675**

09/30/1999 JSHABAZZ 00000028 500675 1764528

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

**PAUL A. JUERGENSEN**

Name of Person Signing

Signature

**SEPTEMBER 28, 1999**

Date

**19**

Total number of pages including cover sheet, attachments, and

**TRADEMARK**

**REEL: 001974 FRAME: 0671**

## ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY ("Assignment") dated as of September 22, 1999, by and among HOMEMAKER INDUSTRIES, INC., a New York corporation, ("Homemaker") and FIRST UNION NATIONAL BANK (formerly known as First Union National Bank of North Carolina) ("Assignor") for the benefit of FOOTHILL CAPITAL CORPORATION ("Assignee") as administrative agent for certain Lenders (as defined in that certain Purchase Agreement dated as of the date hereof between Assignor, the Lenders and Assignee (the "Purchase Agreement")).

WHEREAS, Homemaker owns all right, title and interest in and to the Pledged Collateral (as such term is defined herein);

WHEREAS, Homemaker entered into that certain Security Agreement dated as of January 30, 1997 (the "Security Agreement") in favor of Assignor (as administrative agent for the Lenders);

WHEREAS, pursuant to the Security Agreement, Homemaker granted to Assignor for the ratable benefit of the Lenders, and Assignor accepted, a continuing security interest in and to all of Homemaker's estate, right, title and interest in and to the Intellectual Property, whether owned by Homemaker as of the date of the Security Agreement or thereafter acquired (collectively, the "Pledged Collateral"), including without limitation:

- a. the Copyrights and the Copyright Licenses listed on Schedule I hereto;
- b. the Trademarks and Trademark Licenses listed on Schedule II hereto; and
- c. the Patents and Patent Licenses listed on Schedule III hereto;

in order to secure the payment and performance of the Secured Obligations under the Security Agreement;

WHEREAS, pursuant to the Purchase Agreement, Assignor agreed to assign to Assignee the Secured Obligations; and

WHEREAS, pursuant to that certain Bill of Sale dated as of the date hereof, Assignor assigned to Assignee all right, title and interest in and to the Secured Obligations (collectively, the "Assigned Interest").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby confirm that it conveys, sells, assigns, transfers and sets over unto Assignee for the benefit of the Lenders all right, title and interest in and to the Assigned Interest.

**TRADEMARK**

**' REEL: 001974 FRAME: 0672**

Capitalized terms defined in the Security Agreement and not otherwise defined herein, when used in this Assignment, shall have the respective meanings provided for in the Security Agreement.

IN WITNESS WHEREOF, Assignor and Homemaker have executed this Assignment through a duly authorized officer.

FIRST UNION NATIONAL BANK, formerly known as First Union National Bank of North Carolina

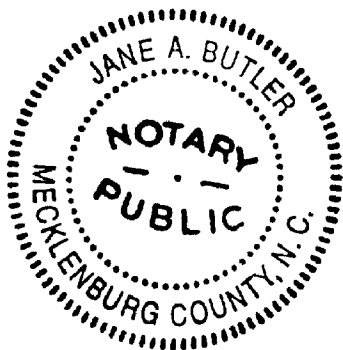
By: Mark B. Felke  
Name: Mark B. Felke  
Title: Senior Vice Pres

STATE OF North Carolina

SS.:

COUNTY OF Mecklenburg

On this 21 day of September 1999, before me personally came Mark B. Felke, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that (s)he is the Sr. Vice President of First Union National Bank of North Carolina, a national banking association, and that (s)he executed the foregoing instrument in the firm name of First Union National Bank of North Carolina, and that (s)he had authority to sign the same, and (s)he acknowledged to me that (s)he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



Jane A. Butler  
9/25/2000

ACKNOWLEDGED, AGREED AND  
CONSENT GIVEN:

HOMEMAKER INDUSTRIES, INC.

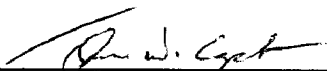
By: Arthur Millman  
Name: ARTHUR MILLMAN  
Title: C.E.O.

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 22 day of September 1999, before me personally came Arthur M. L. M. M., to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that (s)he is the CEO of Homemaker Industries, Inc., a New York corporation, and that (s)he executed the foregoing instrument in the firm name of Homemaker Industries, Inc., and that (s)he had authority to sign the same, and (s)he acknowledged to me that (s)he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



**THOMAS W. CAPLIS**  
Notary Public, State of New York  
No. 01CA8024777  
Qualified in New York County  
Commission Expires May 17, 2001

TRADEMARK

REEL: 001974 FRAME: 0675

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Sail Away	VA827550 11/21/96
Lemons	VA827549 11/21/96
Cottage Garden	VA827548 11/21/96
Katie's Garden	VA827547 11/21/96
Napa Valley	VA827546 11/21/96
Shells	VA827545 11/21/96
Light House	VA827544 11/21/96
Whimsy	VA827543 11/21/96
Fish Tails	VA827542 11/21/96
Cabbage Rose	VA320998 09/06/88
Pansies	VA816132 09/09/96
Daisy	VA816131 09/09/96
Corsica	VA816130 09/09/96
Anistasia	VA816129 09/09/96
Fairhill	VA816128 09/09/96
Orchard	VA816127 09/09/96
Villa	VA816126 09/09/96
Tubs	VA772911 02/29/96

**SCHEDULE I**  
**Copyright Filings Owned By**  
**Homemaker Industries, Inc.**

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Sabrina	VA759439 12/18/95
Sophie	VA759438 12/18/95
Regatta	VA759437 12/18/95
Nautica	VA759436 12/18/95
Garden Flower	VA759435 12/18/95
Magnolia	VA759434 12/18/95
Ming	VA759718 12/18/95
Gramercy	VA759717 12/18/95
Country Quilt	VA759716 12/18/95
Kashmir	VA759715 12/18/95
Nautilus	VA759714 12/18/95
Heartland	VA760952 12/18/96
Wildflower	VA760951 01/18/96
Floral Trellis	VA760950 12/18/96
Rose Arbor	VA747544 10/10/95
Flower Bouquet	VA747045 10/10/95
Rosette	VA715672 06/01/95
Majestic	VA715671 06/01/95

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Corsica	VA715670 06/01/95
Tossed Leaves	VA715669 06/01/95
Mayfair	VA715668 06/01/95
Ivy Lane	VA699610 05/09/95
Flower Box	VA699609 05/09/95
Dutchess County	VA699608 05/09/95
Floral Wreath	VA699607 05/09/95
Rose Frieze	VA691404 11/03/94
Tulips	VA691403 12/03/94
Verona	VA656940 10/27/94
Watermelon	VA656939 10/27/94
Berries	VA656938 10/27/94
Hilton	VA656937 10/27/94
Elegance	VA656936 10/27/94
Home and Child	VA656935 10/27/94
Spring Welcome	VA639177 05/16/94
Springfield	VA639176 05/16/94
Kensington Gardens	VA639175 05/16/94



SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Flower Bed	VA639174 05/16/94
Collette	VA639173 05/16/94
Tee Time	VA607148 11/05/93
Floral Bouquet	VA607147 11/05/93
Gone Fishing	VA607146 11/05/93
Country Meadow	VA607145 11/05/93
Cambridge	VA591507 08/13/93
Brighton	VA571149 06/07/93
Elegant Floral	VA571148 06/07/93
Courtney	VA571147 06/07/93
Ashford	VA571146 06/07/93
High Sierra	VA571144 06/07/93
Cheshire	VA571143 06/07/93
Welcome	VA560031 05/01/93
American Beauty	VA556054 01/27/93
English Garden	VA556053 01/27/93
New Hope	VA556052 01/27/93
Iris	VA556051 01/27/93

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Ivy Wreath	VA556050 01/27/93
Fruit Basket	VA556049 01/27/93
Sunflower	VA556048 01/27/93
Kitchen Sampler	VA534617 11/20/92
Village Garden	VA534616 11/20/92
Chantilly	VA534615 11/20/92
Chardonnay	VA534614 11/20/92
Cyrus	VA534613 11/20/92
String of Hearts	VA534612 11/20/92
Sweet Iris	VA534611 11/20/92
Tucson	VA534610 11/20/92
Floral Heart	VA485459 11/04/91
Lily Pad	VA485458 11/04/91
Tanzania	VA461516 05/16/91
Lagos	VA461515 05/16/91
Bali	VA461514 05/16/91
Sultan	VA461513 05/16/91
Sioux	VA461512 05/16/91

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Sherwood	VA461511 05/16/91
Rhapsody	VA461510 05/16/91
Ikat Stripe	VA461509 05/16/91
Gazebo	VA461508 05/16/91
Crystals	VA461507 05/16/91
Congo	VA461506 05/16/91
Bandana	VA461505 05/16/91
Amelia	VA461504 05/16/91
Strawberry Fields	VA485457 11/04/91
Sunflower Placemat	VA434491 10/29/90
Sampler	VA434490 10/29/90
Ivy	VA434489 10/29/90
Quilted Diamond	VA434488 10/29/90
Del Mar	VA434487 10/29/90
Sunflower	VA434486 10/29/90
Camille	VA434485 10/29/90
Jasmine	VA434484 10/29/90
Patchwork	VA434483 10/29/90

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Rose Bud	VA434482 10/29/90
Harmony	VA434481 10/29/90
Wedding Ring	VA434480 10/29/90
Windemere	VA434479 10/29/90
Demery	VA434478 10/29/90
Summer Rose	VA406222 05/17/90
Lenox	VA406221 05/17/90
Garden Walk	VA406220 05/17/90
Eden	VA406219 05/17/90
Bird of Paradise	VA406218 05/17/90
Tivoli	VA406217 05/17/90
Trellis	VA406216 05/17/90
Monticello	VA406215 05/17/90
Safari	VA406214 05/17/90
Pansies	VA376270 11/17/89
Versailles	VA376269 11/17/89
Autumn Flower	VA376268 11/17/89
Calico	VA376267 11/17/89

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Floral Lattice	VA376266 11/17/89
Tiffany	VA376265 11/17/89
Play Cats	VA376264 11/17/89
Regalia	VA376263 11/17/89
Beacon Hill	VA376262 11/17/89
Victorian Paper	VA376261 11/17/89
Morning Glory	VA376260 11/17/89
Vineyard	VA376259 11/17/89
Oak Leaves	VA363224 07/21/89
Paisley	VA363223 07/21/89
Seascape	VA358210 05/03/89
Berries	VA358209 05/03/89
American Beauty	VA358208 05/03/89
Arabesque	VA358207 05/03/89
Eyelet	VA358206 05/03/89
Garden Vine	VA358205 05/03/89
Garland	VA358204 05/03/89
Limoges	VA358203 05/03/89

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Lotus	VA358202 05/03/89
Victorian House	VA358201 05/03/89
Prussia	VA358200 05/03/89
Verona	VA358199 05/03/89
Autumn Leaves	VA358198 05/03/89
Interlude	VA335474 12/06/88
Jardin	VA335473 12/06/88
Crewel Rug	VA333370 12/06/88
Renaissance	VA333122 12/06/88
Sonata	VA331990 12/06/88
Savannah	VA331989 12/06/88
Sanibel	VA331988 12/06/88
Southport	VA331987 12/06/88
Orchard	VA331986 12/06/88
Chintz	VA331985 12/06/88
Mimosa	VA331984 12/06/88
Camellia	VA331983 12/06/88
Cachet	VA331982 12/06/88

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Shells	VA330271 12/06/88
Sonnet	VA330270 12/06/88
Romance	VA330269 12/06/88
Tapestry	VA330268 12/06/88
Twin Cats	VA330267 12/06/88
Toile	VA330266 12/06/88
Red Barn	VA328270 10/06/88
Gingerbread	VA328269 10/06/88
Ribboned Geese	VA328268 10/06/88
Fruit Bouquet	VA328267 10/06/88
Bonnets & Friends	VA328266 10/06/88
China Cat	VA328265 10/06/88
Rooster & Ribbons	VA328264 10/06/88
Gingham	VA328263 10/06/88
Starquilt	VA328262 10/06/88
French Rooster	VA328261 10/06/88
Patch Quilt	VA328260 10/06/88
Arbor	VA321053 09/06/88

SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Evening Flower	VA320999 09/06/88
Rooster	VA296496 02/12/88
I Love Country	VA294645 02/12/88
Alley Cat	VA294644 02/12/88
Tree of Life	VA285546 10/26/87
1-2-3	VA285545 10/26/87
Dinosaurs	VA285544 10/26/87
Rag Dolls	VA285543 10/26/87
Spring Goose	VA285542 10/26/87
Teddy Bears	VA285541 10/26/87
Shells	VA285540 10/26/87
Porcelain Flower	VA285539 10/26/87
Penn Dutch	VA285538 10/26/87
Garden Cat	VA285537 10/26/87
Flamingo	VA285536 10/26/87
Ducks 'n' Squares	VA285535 10/26/87
Victoria	VA285363 11/27/87
Farm House	VA285251 11/27/87



SCHEDULE I  
Copyright Filings Owned By  
Homemaker Industries, Inc.

<b>TITLE</b>	<b>REGISTRATION NO. DATE</b>
Country Friends	VA285250 11/27/87
Country Cousins	VA285249 11/27/87
Country Home	VA285248 11/27/87
Big Cow	VA285247 11/27/87
Spring Time	VA285246 11/27/87
Roses	VA285245 11/27/87
Tulip Basket	VA283704 10/26/87
Primrose Path	VA280298 10/26/87
Floral Fantasy [sic]	VA280291 10/26/87
Little Sheep	VA245392 11/07/86
Rocking Hourse	VA244502 11/07/86
Ducks 'n' Bows	VA242377 11/07/86
American Dream	VA242376 11/07/86
Round-up	VA25898 04/07/78

## SCHEDULE II: TRADEMARKS AND RELATED RIGHTS

### TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE</u>	<u>GOODS</u>
Homemaker	1,764,528	4/13/93	Chair Pads Textile Placemats Table Linens Rugs, Door Mats of Textiles
Secure	2,027,896	12/31/96	Anti-slip grip for use in connection with rugs

### TRADEMARK APPLICATIONS

None

### TRADEMARK LICENSES

Fabrimagic	1,739,756	10/06/95	Croscill License Coloring Crayons
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SCHEDULE III: PATENTS AND PATENT LICENSES

PATENTS

5,367,965

Forming rug from  
Stone tubular braid  
method patent

PATENT LICENSES

None