

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

VENEMAN FURNITURE, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: 11/17/2003

2. Name and address of receiving party(ies)

Name: CATALYST EQUITY FUND, L.P.
 Internal
 Address: c/o Catalyst Equity Fund Partners, L.L.C.
 Street Address: 248 Main Street, Suite 100
 City: Half Moon Bay State: CA Zip: 94019

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership Delaware
- Corporation-State _____
- Other _____

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)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 75/616,447

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Bingham McCutchen LLP

Internal Address: Scott R. Miller

Street Address: 355 South Grand Avenue,
Suite 4400

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502519

DO NOT USE THIS SPACE

9. Signature.

Scott R. Miller

Name of Person Signing



Signature

11/20/2003

Date

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

5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 502519 75616447

RELEASE OF SECURITY INTEREST
IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is entered into with reference to the Trademark and Patent Security Agreement (the "Agreement"), dated as of November 7, 2001, is entered into by and between VENEMAN FURNITURE, INC., a California corporation ("Guarantor"), having an office at 5 Marconi, Irvine, California 92618, and CATALYST EQUITY FUND, L.P., a Delaware limited partnership ("Secured Party"), having an office at 248 Main Street, Suite 100, Half Moon Bay, California 94019, and duly recorded, in the United States Patent and Trademark Office, and pursuant to which Debtor assigned and granted to Secured Party a security interest in and to all of Debtor's right, title and interest in and to certain trademarks and trademark applications, including without limitation those trademarks specifically listed on Schedule A attached hereto (the "Released Marks"); with reference to the following facts:

RECITALS

- A. Guarantor and Secured Party are parties to the Securities Purchase Agreement, dated as of November 7, 2001, as amended (collectively, the "Securities Purchase Agreement"), pursuant to which the Tropitone Furniture Co., Inc. (the "Company") issued and sold a Note to the Secured Party. Unless otherwise indicated, capitalized terms used herein but not otherwise defined shall have the same meanings assigned to such terms in the Securities Purchase Agreement.
- B. In connection with the Securities Purchase Agreement, Guarantor and Secured Party also entered into the Agreement.
- C. Guarantor has proposed to sell all its assets, other than its existing accounts receivable, including its intellectual property to The Veneman Group, Inc., a California corporation (the "Buyer").
- D. Secured Party is willing to release its security interest in the Released Marks to facilitate the sale of Guarantor's assets to Buyer.

AGREEMENT

Secured Party hereby releases, retransfers and reassigns to Guarantor, without representation or warranty of any kind, express or implied, all of Secured Party's right, title and interest in and to the Released Marks and the goodwill associated therewith. Secured Party's execution or delivery of this instrument does not constitute a waiver or release of any indebtedness or other obligation on the part of Guarantor.

IN WITNESS WHEREOF, Secured Party has executed this Release as of November 17, 2003.

CATALYST EQUITY FUND, L.P.
a Delaware limited partnership

By: Catalyst Equity Fund Partners, L.L.C.
a Delaware limited liability company

By: George Skeggs
Name: GEORGE SKEGGS
Title: MANAGING MEMBER

Schedule A

Released Marks

Registration/Application No.

VENEMAN

75/616,447