

06-17-2003

6-17-03



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RL 102475240 TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies): Willitts Designs International, Inc., a California corporation
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: LaSalle Business Credit, LLC
Internal Address: Suite 950
Street Address: 450 North Brand Boulevard
City: Glendale State: CA Zip: 91203
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation-State
[X] Other limited liability company
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 [X] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[X] Other Amend. to Trademark Security Agmt.
Execution Date: 05/28/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) Please see attached Exhibit A
B. Trademark Registration No.(s) Please see attached Exhibit A
Additional number(s) attached [X] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Federal Research Corporation
Internal Address: Attn: Penelope Agodoa Suite 920
Street Address: 1030 15th Street, NW
City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 22
7. Total fee (37 CFR 3.41) \$ 565.00
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Kimberley A. Lathrop Name of Person Signing
[Signature] Signature
June 16, 2003 Date
Total number of pages including cover sheet, attachments, and document: 6

06/18/2003 6TON11 00000038 2689407

01 FC:8521 40.00 DP
02 FC:8522 525.00 DP

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

TRADEMARK REEL: 002756 FRAME: 0233

EXHIBIT A

<u>Name</u>	<u>Reg. No</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
THE BLACKSHEAR STYLE	2689407	02/18/03		
POOCHES PET PEAVES			76439979	08/13/02
ANGIE'S IMPAWSTERS			76433605	02/04/03
LITTLE PRIDE & JOYS			76427725	07/01/02
WILLITTS DESIGNS	2671807	01/07/03		
DREAMSICLES	2178898	08/04/98		
DREAMSICLES	2184426	08/25/98		
DREAMSICLES	2017563	11/19/96		
DREAMSICLES	2020702	12/03/96		
DREAMSICLES	2191178	09/22/98		
DREAMSICLES	2184425	08/25/98		
DREAMSICLES W/CLOUD & STARS DESIGN	2140928	03/03/98		
DREAMSICLES W/CLOUD & STARS DESIGN	2140929	03/03/98		
DREAMSICLES HEAVENLY CLASSICS (STYLIZED)	1998120	09/03/96		
DREAMSICLES & ME (STYLIZED)	2062558	05/20/97		
DREAMSICLES KIDS (STYLIZED)	2099129	09/23/97		
DREAMSICLES FLYING CIRCUS	2666821	12/24/02		
DREAMSICLES FLYING CIRCUS	2663695	12/17/02		

<u>Name</u>	<u>Reg. No</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
ANGEL HUGS	2336789	03/28/00		
ANGEL HUGS	2354635	06/06/00		
NORTHERN LIGHTS	2392325	10/03/00		
NORTHERN LIGHTS	2409474	11/28/00		

AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This Amendment to Trademark Security Agreement (this "Amendment") is made as of May 28, 2003 by Willitts Designs International, Inc., a California corporation ("Borrower") and LaSalle Business Credit, LLC, successor by merger to LaSalle Business Credit, Inc., as lender and agent ("Lender") with respect to the following facts:

A. Borrower and Lender are parties to that certain Trademark Security Agreement dated December 28, 2001 and recorded with the United States Patent and Trademark Office on January 17, 2002 at Reel 002425, Frame 0824 (the "Agreement").

B. Since the date of the Agreement, Borrower acquired the trademarks and related registrations and applications set forth on Exhibit A hereto (the "New Trademarks").

C. Borrower and Lender now desire to amend the Agreement to cover the New Trademarks.

NOW THEREFORE, the Agreement is hereby amended to add the New Trademarks to Schedule A of the Agreement, and the term "Trademarks" as defined and used in the Agreement shall include the New Trademarks. In all other respects, the Agreement shall remain in full force and effect and is hereby ratified and confirmed.

WILLITTS DESIGNS INTERNATIONAL, INC.

By: _____

Its: _____

LASALLE BUSINESS CREDIT, LLC

By: _____

Its: _____

EXHIBIT A

<u>Name</u>	<u>Reg. No</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
THE BLACKSHEAR STYLE	2689407	02/18/03		
POOCHES PET PEAVES			76439979	08/13/02
ANGIE'S IMPAWSTERS			76433605	02/04/03
LITTLE PRIDE & JOYS			76427725	07/01/02
WILLITTS DESIGNS	2671807	01/07/03		
DREAMSICLES	2178898	08/04/98		
DREAMSICLES	2184426	08/25/98		
DREAMSICLES	2017563	11/19/96		
DREAMSICLES	2020702	12/03/96		
DREAMSICLES	2191178	09/22/98		
DREAMSICLES	2184425	08/25/98		
DREAMSICLES W/CLOUD & STARS DESIGN	2140928	03/03/98		
DREAMSICLES W/CLOUD & STARS DESIGN	2140929	03/03/98		
DREAMSICLES HEAVENLY CLASSICS (STYLIZED)	1998120	09/03/96		
DREAMSICLES & ME (STYLIZED)	2062558	05/20/97		
DREAMSICLES KIDS (STYLIZED)	2099129	09/23/97		
DREAMSICLES FLYING CIRCUS	2666821	12/24/02		
DREAMSICLES FLYING CIRCUS	2663695	12/17/02		

28572056.1 01928668

<u>Name</u>	<u>Reg. No</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
ANGEL HUGS	2336789	03/28/00		
ANGEL HUGS	2354635	06/06/00		
NORTHERN LIGHTS	2392325	10/03/00		
NORTHERN LIGHTS	2409474	11/28/00		

28572056.1 01928668

RECORDED: 06/17/2003

**TRADEMARK
REEL: 002756 FRAME: 0238**