

09-23-2003



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

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

102556594

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):
Gaines & Associates, 9-16-03
Inc.

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

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

3. Nature of conveyance:

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

Execution Date: September, 10, 2003

2. Name and address of receiving party(ies)
Domistyle, Inc.

Name:
Internal
Address:

Street Address: 1649 Frankford Rd. West
City: Carrollton State: TX Zip: 75007

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- 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)

76/465,457
76/441,444
76/448,143

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

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

Name: Brian Hermes

Internal Address:

Street Address: 3232 McKinney Avenue
Suite 1400

City: Dallas State: Texas Zip: 75204

6. Total number of applications and registrations involved: 14

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502558

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Tom Gaines
Name of Person Signing

Signature

9-10-03
Date

Total number of pages including cover sheet, attachments, and document: 6

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

09/22/2003 LNUELLER 0000082 502558 76465457

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TRADEMARK
REEL: 002844 FRAME: 0957

TRADEMARK ASSIGNMENT

WHEREAS, **Gaines & Associates, Inc.**, a corporation organized and existing under the laws of the State of Texas ("Assignor"), has used certain trademarks ("Marks") and submitted applications for registration thereof in certain governmental offices ("Applications"), each as set forth on Schedule A attached hereto and incorporated herein;

WHEREAS, **Domistyle, Inc.**, a corporation organized and existing under the laws of the State of Texas, and a wholly owned subsidiary of Home Interiors & Gifts, Inc. ("Assignee"), desires to acquire any and all rights that Assignor may have in and to the Marks and the Applications, together with that part of the goodwill of the Assignor's business connected with the use of and symbolized by the Marks, as a successor to that part of the business of Assignor connected with the use of the Marks and which business is ongoing and existing;

WHEREAS, the assignment to Assignee hereunder is made in partial performance of Assignor's obligations under that certain Asset Purchase Agreement, dated as of September 10, 2003, by and among Assignor, Tom Gaines, Kelly Gaines and Home Interiors & Gifts, Inc.;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby grant, assign and convey unto Assignee all right, title and interest in and to the Marks and the Applications throughout the world, together with that part of the goodwill of the Assignor's business connected with the use of and symbolized by the Marks.

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the assignment date of the Marks throughout the world, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

Assignor agrees at the request and at the expense of the Assignee, to execute and deliver all papers, instruments and assignments, and to perform any other reasonable acts the Assignee may reasonably require in order to vest all Assignor's rights, title, and interest in and to the Marks and the Applications in the Assignee and to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

[signature pages follow]

EXECUTED this 10th day of September, 2003.

Assignor

Gaines & Associates, Inc., a Texas Corporation

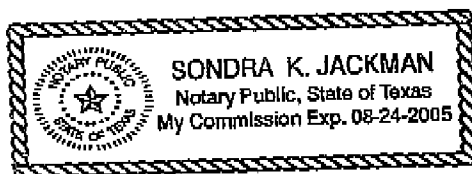
By: *[Signature]*
Name: Tom Gaines
Title: President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, the undersigned Notary Public, do hereby attest that before me on this day personally appeared Tom Gaines, known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND and seal of office this 10th day of September, 2003.

Sandra K. Jackman
Notary Public in and for the State of Texas
My Commission Expires:



ACKNOWLEDGED AND ACCEPTED this Assignment from Assignor this 10th day of September, 2003.

Assignee

Domistyle, Inc., a Texas Corporation

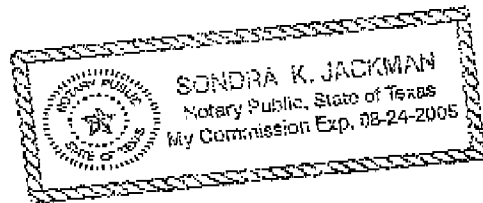
By: *[Signature]*
Name: Kenneth Cichocki
Title: Sr. Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, the undersigned Notary Public, do hereby attest that before me on this day personally appeared Ken Cichocki, known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND and seal of office this 10th day of September, 2003.

Sandra K. Jackman
Notary Public in and for the State of Texas
My Commission Expires:



SCHEDULE A

U.S. Federal Trademark Applications

<u>Mark</u>	<u>Serial Number</u>
MELTABLES	76/465,457
DECORATIVE CLASSICS	76/448,143
AROMA-MIX	76/441,444