

07-07-2004

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/20C) Tab settings



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

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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. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, and Other.

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. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other (Second Amendment to Security Agmt). Execution Date: 12/01/2003.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s). Both refer to attached Exhibit A.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: FEDERAL RESEARCH CO., LLC. Internal Address: Suite 920. Attention: Penelope Agodoa. Street Address: 1030 15th Street, NW. City: Washington State: DC Zip: 20005.

6. Total number of applications and registrations involved: 25. 7. Total fee (37 CFR 3.41): \$ 640.00. Includes checkboxes for Enclosed and Authorized to be charged to deposit account.

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature: Kimberley A. Lathrop. Signature: Kimberley A. Lathrop. Date: July 1, 2004. Name of Person Signing.

Total number of pages including cover sheet, attachments, and document: 5

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

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TRADEMARK REEL: 003003 FRAME: 0541

EXHIBIT A**TRADEMARK REGISTRATIONS**

	TRADEMARK NAME	REGISTRATION NO.	REGISTRATION DATE
1.	A Possible Dreams Collection	<u>1,358,083</u>	09/03/1985
2.	African Spirit	2,179,496	08/04/1998
3.	American Artist Collection	1,794,296	09/21/1993
4.	Baroque Masterworks Collection	2,188,476	09/08/1998
5.	Cagey Critters	2,373,400	08/01/2000
6.	Clothique	1,414,253	10/21/1986
7.	Columbia	1,785,583	08/03/1993
8.	Columbia Statuary	1,785,600	08/03/1993
9.	Crinkle Carousel	2,245,972	05/18/1999
10.	Crinkle Claus	1,903,589	07/04/1995
11.	Flights of Fancy	2,238,323	04/19/1999
12.	Jingle Journey	2,527,984	01/08/2002
13.	Kinderguard	2,729,677	06/24/2003
14.	Londonshire	1,630,900	01/08/1991
15.	PD Pixies	2,557,150	04/02/2002
16.	People of the World	1,864,277	11/22/1994
17.	Possible Dreams (Figurines composed primarily of plastic)	1,670,284	12/31/1991
18.	Possible Dreams (Figurines composed primarily of stiffened cloth)	1,680,411	03/24/1992

	TRADEMARK NAME	REGISTRATION NO.	REGISTRATION DATE
19.	Possible Dreams (Wholesaling of figurine and giftware (catalogs))	1,720,910	09/29/1992
20.	SCN	1,794,055	09/21/1993
21.	Sunplugged (w/ Spring Design)	2,733,074	07/01/2003
22.	Sunplugged	2,738,335	07/15/2003
23.	Santa Claus Network	1,795,492	09/28/1993
24.	Sugar Works	1,856,280	09/27/1994
25.	Thickets at Sweetbriar	1,949,333	01/16/1996

SECOND AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This Second Amendment to Trademark Security Agreement (this "Amendment") is made as of December 1, 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, as amended (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: VP Finance

LASALLE BUSINESS CREDIT, LLC

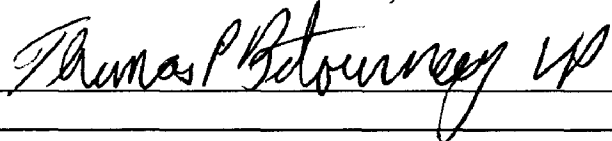
By: 
Its: _____

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