

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Assignment of Security

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Berkshire Blanket, Inc.		12/20/2006	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Wachovia Bank National Association
Street Address:	205 Church Street
City:	New Haven
State/Country:	CONNECTICUT
Postal Code:	06510
Entity Type:	Bank:

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2210842	THE ORIGINAL SWEATSHIRT BLANKET
Registration Number:	2161880	SWEATSHIRT BLANKET
Registration Number:	2261788	BERKSHIRE BLANKET
Registration Number:	2124358	SWIFT RIVER
Registration Number:	2794740	BETTER LIVING
Registration Number:	2837505	NEVERPILL
Registration Number:	2163937	T-SHIRT BLANKET
Registration Number:	2777935	
Serial Number:	75714668	ADIRONDACK FLEECE
Serial Number:	75207467	BERKSHIRE BABY
Serial Number:	78634215	BERKSHIRE BATH
Serial Number:	75037895	BERKSHIRE FLEECE
Serial Number:	78634213	BERKSHIRE BEDDING

CH \$490.00 2210842

Serial Number:	78672772	SERA SOFT
Serial Number:	78960411	CUDDLY CREATURES
Serial Number:	78634271	BERKSHIRE HOME
Serial Number:	78634241	BERKSHIRE LIFE
Serial Number:	75207661	SWIFT RIVER BABY
Serial Number:	75037890	BERKSHIRE FLEECE

CORRESPONDENCE DATA

Fax Number: (202)756-9299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 8008339848
Email: matthew.mayer@thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 80 State Street
Address Line 2: 6th Floor
Address Line 4: Albany, NEW YORK 12207

ATTORNEY DOCKET NUMBER:	CSC # 681343-5
NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	12/28/2006

Total Attachments: 7
source=berkshire_wachovia_tm33_2#page2.tif
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Berkshire Blanket, Inc., a corporation formed under the laws of Massachusetts, located at 44 East Main Street, Ware, Massachusetts 01082 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Wachovia Bank, National Association ("Lender") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

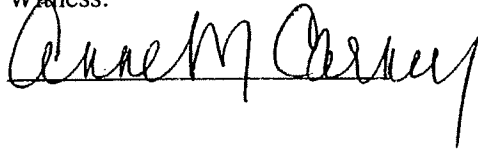
WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

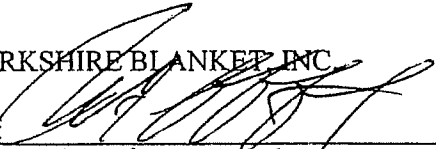
Dated: New York, New York
December 10, 2006

Witness:



BERKSHIRE BLANKET INC

By:


Name: Frederick A. Lotuff
Its: President & CEO

Witness:

WACHOVIA BANK, NATIONAL ASSOCIATION

By: _____

Name:

Its:

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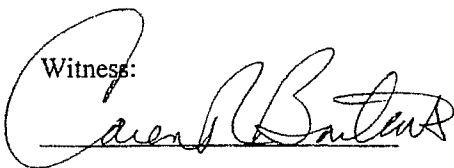
Dated: New York, New York
December 10, 2006

Witness:

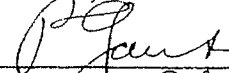
BERKSHIRE BLANKET, INC.

By: _____
Name:
Its:

Witness:



WACHOVIA BANK, NATIONAL ASSOCIATION

By: 
Name: Patricia S. Gaudreau
Its: Senior Vice President

MA
STATE OF NEW YORK)
Hampshire: ss.:
COUNTY OF NEW YORK)

On this 18th day of December, 2006, before me personally came Frederick A. Lotoff of me known, who, being by me duly sworn, did depose and say that she is the President/CEO of Berkshire Blanket, Inc., the corporation described in and which executed the foregoing instrument; and that she signed her/his name thereto by order of the board of directors of said corporation.


Notary Public
MY COMMISSION EXPIRES: November 2, 2012

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this ____ day of December, 2006, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of Wachovia Bank, National Association, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

STATE OF _____)
)
COUNTY OF _____) ss:

On the ____ day of December, 2006, before me personally came _____ to me known, who being by me duly sworn, did depose and say s/he is the _____ of Berkshire Blanket, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

My Commission Expires:

STATE OF Connecticut)
)
COUNTY OF Hartford) ss: Hartford

Before me, the undersigned, on this 19th day of December, 2006, personally appeared Patricia S Gaudreau to me known personally, and who being by me duly sworn, deposes and says that s/he is the Senior Vice President of Wachovia Bank, National Association, and that s/he was authorized to sign her/his name thereto.

Viola M. Brown
Notary Public

My Commission Expires:

VIOLA M. BROWN
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 28, 2011

**BERKSHIRE BLANKET, INC.
TRADEMARKS**

Trademark	Database	Status	Serial / Application Number	Application Date	Registration Number	Date Registered
THE ORIGINAL SWEATSHIRT BLANKET	U S Federal	REGISTERED	75372249	October 14, 1997	2210842	December 15, 1998
SWEATSHIRT BLANKET	U S Federal	REGISTERED	75284699	May 1, 1997	2161880	June 2, 1998
BERKSHIRE BLANKET	U S Federal	REGISTERED PARTIAL SECTION 2(F)	75086149	April 10, 1996	2261788	July 20, 1999
ADIRONDACK FLEECE	U S Federal	ABANDONED SUPPLEMENT AL REGISTER	75714668	May 27, 1999		
SWIFT RIVER	U.S. Federal	CANCELLED	75110168	May 28, 1996	2124358	December 23, 1997
BERKSHIRE BABY	U S Federal	ABANDONED INTENT TO USE	75207467	December 3, 1996		
BERKSHIRE BATH	U S Federal	PENDING INTENT TO USE	78634215	May 20, 2005		
BETTER LIVING	U S Federal	REGISTERED	78163875	September 13, 2002	2794740	December 16, 2003
BERKSHIRE FLEECE	U S Federal	PENDING INTENT TO USE	75037895	December 27, 1995		
NEVERPILL	U.S. Federal	REGISTERED SUPPLEMENT AL REGISTER	78146754	July 23, 2002	2837505	April 27, 2004
BERKSHIRE BEDDING	U.S. Federal	PUBLISHED INTENT TO USE	78634213	May 20, 2005		
SERA SOFT	U.S. Federal	PENDING	78672772	July 18, 2005		
CUDDLY CREATURES	U S Federal	PENDING	78960411	August 30, 2006		
BERKSHIRE HOME	U.S. Federal	PENDING INTENT TO USE	78634271	May 20, 2005		

BERKSHIRE LIFE	U.S. Federal	PUBLISHED INTENT TO USE	78634241	May 20, 2005		
T-SHIRT BLANKET	U.S. Federal	REGISTERED	75291041	May 13, 1997	2163937	June 9, 1998
SWIFT RIVER BABY	U.S. Federal	ABANDONED INTENT TO USE	75207661	December 3, 1996		
Design Only	U.S. Federal	REGISTERED	78163870	September 13, 2002	2777935	October 28, 2003
BERKSHIRE FLEECE	U.S. Federal	ABANDONED INTENT TO USE	75037890	December 27, 1995		
GLACIER FLEECE	U.S. State	NONRENEWED			51134	April 26, 1995
ARCTIC FLEECE	U.S. State	RENEWED			50859	March 9, 1995
POLARFLEECE	U.S. State	NONRENEWED			50022	August 25, 1994
BERKSHIRE BLANKETS	U.S. State	RENEWED			48581	September 10, 1993
GO BIG OR GO HOME	U.S. State	RENEWED			49439	April 1, 1994
BERKSHIRE HOME	Canada	Allowed	125942700		TMA000000	
BERKSHIRE BATH	Canada	Opposed	125942500		TMA000000	
BERKSHIRE BLANKET & DESIGN	Canada	Registered	109011000		TMA576923	March 4, 2003
BERKSHIRE BEDDING	Canada	Opposed	125942600		TMA000000	
BERKSHIRE LIFE	Canada	Allowed	125941800		TMA000000	
BERKSHIRE BATH	Community Trademarks	REGISTRATION	4460713	27 May 2005 (May 27, 2005)	4460713	14 June 2006 (June 14, 2006)
BERKSHIRE HOME	Community Trademarks	REGISTRATION	4460697	27 May 2005 (May 27, 2005)	4460697	14 June 2006 (June 14, 2006)
BERKSHIRE LIFE	Community Trademarks	APPLICATION [Pending]	4460721	27 May 2005 (May 27, 2005)		

BERKSHIRE
BEDDING

Community
Trademarks

REGISTRATIO
N

4460671

27 May 2005
(May 27, 2005)

4460671

14 June 2006
(June 14, 2006)

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RECORDED: 12/28/2006

**TRADEMARK
REEL: 003451 FRAME: 0830**