

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------------------|----------|----------------|--------------------------|
| Custom Leathercraft Mfg. Co., Inc. | | 07/02/2007 | CORPORATION: CALIFORNIA |
| CLC Holding | | 07/02/2007 | CORPORATION: CALIFORNIA |
| Andrew Alexander Canada Corp. | | 07/02/2007 | CORPORATION: NOVA SCOTIA |

RECEIVING PARTY DATA

| | |
|-----------------|---------------------------------------|
| Name: | Union Bank of California, N.A. |
| Street Address: | 445 South Figueroa Street, 10th Floor |
| City: | Los Angeles |
| State/Country: | CALIFORNIA |
| Postal Code: | 90071 |
| Entity Type: | National Association: UNITED STATES |

PROPERTY NUMBERS Total: 21

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------|
| Registration Number: | 2218637 | BIGMOUTH |
| Registration Number: | 1794993 | CLC |
| Registration Number: | 3120315 | CLC |
| Registration Number: | 3203569 | CLC |
| Registration Number: | 2253231 | CLC GRIPLOCK |
| Registration Number: | 3205191 | CLC PIT CREW |
| Registration Number: | 2231693 | CLC ROUNDUP |
| Registration Number: | 2218638 | CLC TOOLWEAR |
| Registration Number: | 2407573 | CONCORD MILLS |
| Registration Number: | 1524485 | CUSTOM LEATHERCRAFT |
| Registration Number: | 1550753 | DUROLITE |
| Registration Number: | 2218635 | EASYSEAT |

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|----------------------|----------|-----------------------|
| Registration Number: | 2991818 | FLEX GRIP |
| Registration Number: | 1594227 | PROFESSIONAL'S CHOICE |
| Registration Number: | 2218538 | PROLEVL |
| Registration Number: | 2895266 | SAFETY TRADESMAN |
| Registration Number: | 1522416 | SIERRA |
| Registration Number: | 2906699 | SPEED WRENCH |
| Registration Number: | 2218636 | ULTRAFLEX |
| Serial Number: | 78210219 | BOXER |
| Serial Number: | 78210252 | STORM |

CORRESPONDENCE DATA

Fax Number: (310)203-0567

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 310-203-8080

Email: trademarkdocket@jmbm.com

Correspondent Name: Bernard R. Gans, Esq.

Address Line 1: Jeffer Mangels Butler & Marmaro LLP

Address Line 2: 1900 Avenue of the Stars, 7th Floor

Address Line 4: Los Angeles, CALIFORNIA 90067

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 60389-0075 |
| NAME OF SUBMITTER: | Bernard R. Gans |
| Signature: | /bernard r. gans/ |
| Date: | 01/24/2008 |

Total Attachments: 4

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TRADEMARK SECURITY AGREEMENT

Custom Leathercraft Mfg. Co., Inc., a California corporation, CLC Holding, a California corporation, Andrew Alexander Canada Corp., a Nova Scotia corporation (collectively, "Grantor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to Union Bank of California, N.A., as agent for and representative of (in such capacity herein called "Secured Party") the financial institutions ("Lenders") party to that certain Credit Agreement, entered into by and among Grantor, Agent and Lenders, dated as of July 2, 2007 (the "Credit Agreement"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Obligations of Grantor under the Credit Agreement and as set out in that certain Security Agreement dated as of July 2, 2007, by and among Grantor, Secured Party and others (the "Agreement").

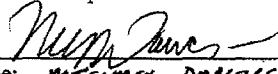
Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the works of authorship, trademarks, trademark registrations and recordings, and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.


IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of July 2, 2007.

GRANTOR:


CUSTOM LEATHERCRAFT MFG. CO., INC., a
California corporation

By: 
Name: MICHAEL DANCYGER
Title: PRESIDENT

CLC HOLDING,
a California corporation

By: 
Name: MICHAEL DANCYGER
Title: PRESIDENT

ANDREW ALEXANDER CANADA CORP.,
a Nova Scotia corporation

By: 
Name: MICHAEL DANCYGER
Title: PRESIDENT

ACCEPTED BY SECURED PARTY:

UNION BANK OF CALIFORNIA, N.A.,
as Agent

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of July 2, 2007.

GRANTOR:

CUSTOM LEATHERCRAFT MFG. CO., INC., a
California corporation

By: _____
Name: _____
Title: _____

CLC HOLDING,
a California corporation

By: _____
Name: _____
Title: _____

ANDREW ALEXANDER CANADA CORP.,
a Nova Scotia corporation

By: _____
Name: _____
Title: _____

ACCEPTED BY SECURED PARTY:

UNION BANK OF CALIFORNIA, N.A.,
as Agent

By: 
Name: _____
Title: **Lena Bryant**
Senior Vice President

Schedule A to
TRADEMARK SECURITY AGREEMENT

Trademarks

| <u>U.S. Trademark Registration No.</u> | <u>Title</u> | <u>Owner</u> |
|--|--------------------|--------------------------------------|
| BIGMOUTH® | Reg. No. 2,218,637 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC® | Reg. No. 1,794,993 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC® | Reg. No. 3,120,315 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC® | Reg. No. 3,203,569 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC GRIPLOCK® | Reg. No. 2,253,231 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC PIT CREW® | Reg. No. 3,205,191 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC ROUNDUP® | Reg. No. 2,231,693 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC TOOL WEAR® | Reg. No. 2,218,638 | Customer LeatherCraft Mfg. Co., Inc. |
| CLC TOOLWORKS® | Reg. No. 2,407,573 | Customer LeatherCraft Mfg. Co., Inc. |
| CUSTOM LEATHERCRAFT® | Reg. No. 1,524,485 | Customer LeatherCraft Mfg. Co., Inc. |
| DUROLITE® | Reg. No. 1,550,753 | Customer LeatherCraft Mfg. Co., Inc. |
| EASYSEAT® | Reg. No. 2,218,635 | Customer LeatherCraft Mfg. Co., Inc. |
| FLEX GRIP & Design® | Reg. No. 2,991,818 | Customer LeatherCraft Mfg. Co., Inc. |
| PROFESSIONAL'S CHOICE® | Reg. No. 1,594,227 | Customer LeatherCraft Mfg. Co., Inc. |
| PROLEVL® | Reg. No. 2,218,538 | Customer LeatherCraft Mfg. Co., Inc. |
| SAFETY TRADESMAN® | Reg. No. 2,895,266 | Customer LeatherCraft Mfg. Co., Inc. |
| SIERRA® | Reg. No. 1,522,416 | Customer LeatherCraft Mfg. Co., Inc. |
| SPEED WRENCH® | Reg. No. 2,906,699 | Customer LeatherCraft Mfg. Co., Inc. |
| ULTRAFLEX® | Reg. No. 2,218,636 | Customer LeatherCraft Mfg. Co., Inc. |

Pending U.S. Trademark Applications:

1. Boxer, Serial No. 78/210,219
2. Storm, Serial No. 78/210,252