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Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

5-12-03

2. Name and address of receiving party(ies) Name: LaSalle Business Credit, LLC Internal Address: Suite 950

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Amendment to Patent Sec. Agmt. Execution Date: 04/10/2003

Street Address: 450 North Brand Boulevard City: Glendale State: CA Zip: 91203 Additional name(s) & address(es) attached? [] Yes [x] No

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: A. Patent Application No.(s) B. Patent No.(s) Please see attached Exhibit A Please see attached Exhibit A Additional numbers 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 patents involved: 2 7. Total fee (37 CFR 3.41): \$ 80.00 [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 Kimberley A. Lathrop Signature May 7, 2003 Date

Total number of pages including cover sheet, attachments, and documents: 4

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

05/13/2003 6T0M11 00000009 B337968

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PATENT REEL: 014033 FRAME: 0770

EXHIBIT A

Name

Patent No.

Issue date

Stand for Miniature Horses

D337965

08/03/93

Illuminated Ornament

D427936

07/11/00

AMENDMENT TO PATENT SECURITY AGREEMENT

This Amendment to Patent Security Agreement (this "Amendment") is made as of April 10, 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:

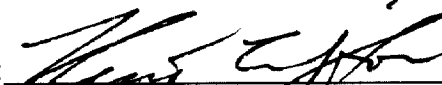
A. Borrower and Lender are parties to that certain Patent Security Agreement dated December 28, 2001 and recorded with the United States Patent and Trademark Office on January 17, 2002 at Reel 012463, Frame 0186 (the "Agreement").

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

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

NOW THEREFORE, the Agreement is hereby amended to add the New Patents to Schedule A of the Agreement, and the term "Patents" as defined and used in the Agreement shall include the New Patents. 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

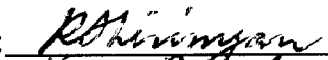
By: 
Its: Vice President

EXHIBIT A

<u>Name</u>	<u>Patent No.</u>	<u>Issue date</u>
Stand for Miniature Horses	D337965	08/03/93
Illuminated Ornament	D427936	07/11/00

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RECORDED: 05/12/2003

PATENT
REEL: 014033 FRAME: 0773