

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                              |
|------------------------------|------------------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT               |
| <b>NATURE OF CONVEYANCE:</b> | Trademark Security Agreement |

**CONVEYING PARTY DATA**

| Name                                 | Formerly | Execution Date | Entity Type           |
|--------------------------------------|----------|----------------|-----------------------|
| Millbrook Distribution Services Inc. |          | 02/22/2007     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                        |                           |
|------------------------|---------------------------|
| <b>Name:</b>           | JPMorgan Chase Bank, N.A. |
| <b>Street Address:</b> | 530 Fifth Avenue          |
| <b>City:</b>           | New York                  |
| <b>State/Country:</b>  | NEW YORK                  |
| <b>Postal Code:</b>    | 10036                     |
| <b>Entity Type:</b>    | Banking Institution:      |

**PROPERTY NUMBERS Total: 13**

| Property Type        | Number  | Word Mark                              |
|----------------------|---------|--|
| Registration Number: | 2025274 | MILLBROOK MERCHANDISING FOR EXCELLENCE |
| Registration Number: | 1791834 | SPACE SMART                            |
| Registration Number: | 1546008 | VALU STAR                              |
| Registration Number: | 1435563 | FELINE FAIR                            |
| Registration Number: | 1426619 | HAND HANDLER                           |
| Registration Number: | 1435562 | CANINE FAIR                            |
| Registration Number: | 760818  | CARRIAGE TRADE                         |
| Registration Number: | 2289805 | RIGHTSOURCING                          |
| Registration Number: | 2290809 | RIGHTSOURCING                          |
| Registration Number: | 2516245 | M MILLBROOK RETAIL SOLUTIONS           |
| Registration Number: | 2551071 | EMILLBROOK                             |
| Registration Number: | 2885933 | CARRIAGE TRADE                         |
| Registration Number: | 2894666 | CARRIAGE TRADE                         |

**CORRESPONDENCE DATA**

**900070102**

**TRADEMARK  
 REEL: 003487 FRAME: 0745**

**CH \$340.00 2025274**

Fax Number: (212)836-7152  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2128367319  
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Correspondent Name: Paul J. Somelofske c/o Kaye Scholer LLP  
Address Line 1: 425 Park Avenue  
Address Line 2: 16-06  
Address Line 4: New York, NEW YORK 10022-3598

|                    |                      |
|--------------------|----------------------|
| NAME OF SUBMITTER: | Paul J. Somelofske   |
| Signature:         | /Paul J. Somelofske/ |
| Date:              | 02/23/2007           |

**Total Attachments: 3**  
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## SECURITY AGREEMENT

### (TRADEMARKS)

WHEREAS, Millbrook Distribution Services Inc., a Delaware corporation (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed **Schedule 1** annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to JPMorgan Chase Bank, N.A., as administrative agent (referred to herein as the "Grantee") and the other Secured Parties, as such term is defined in the Omnibus Pledge and Security Agreement, dated as of February 22, 2007 (as amended, restated, supplemented or otherwise modified, the "Security Agreement") by and among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Credit Agreement (as defined in the Security Agreement)); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Secured Obligations;

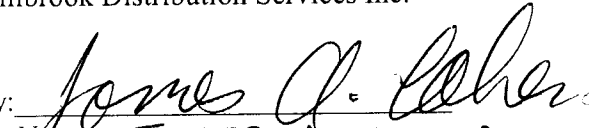
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is 530 Fifth Avenue, New York, New York 10036.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 22 day of February, 2007.

Millbrook Distribution Services Inc.

By:   
Name: JAMES A. COHEN  
Title: SENIOR VICE PRESIDENT

SCHEDULE I TO SECURITY AGREEMENT

TRADEMARKS AND TRADEMARK APPLICATIONS

| <b>Name of Mark</b>                             | <b>Jurisdiction</b> | <b>Filing or Registration Number</b> |
|---|---------------------|--------------------------------------|
| MILLBROOK MERCHANDISING FOR EXCELLENCE & Design | US                  | 2025274                              |
| SPACE SMART                                     | US                  | 1791834                              |
| VALU STAR                                       | US                  | 1546008                              |
| FELINE FAIR                                     | US                  | 1435563                              |
| HAND HANDLER                                    | US                  | 1426619                              |
| CANINE FAIR                                     | US                  | 1435562                              |
| CARRIAGE TRADE & Design                         | US                  | 760818                               |
| RIGHTSOURCING                                   | US                  | 2289805                              |
| RIGHTSOURCING & Design                          | US                  | 2290809                              |
| M MILLBROOK RETAIL SOLUTIONS & Design           | US                  | 2516245                              |
| BB Logo (Positioned back to back in oval)       | OH                  | TM14090                              |
| EMILLBROOK                                      | US                  | 2551071                              |
| CARRIAGE TRADE logo                             | US                  | 2885933                              |
| CARRIAGE TRADE                                  | US                  | 2894666                              |