

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wilton Industries, Inc.		08/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	UBS AG, Stamford Branch, as Collateral Agent
Street Address:	677 Washington Boulevard
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	a Swiss banking corporation: SWITZERLAND

PROPERTY NUMBERS Total: 99

Property Type	Number	Word Mark
Registration Number:	2274404	ADVANCE
Registration Number:	3163484	ADVANCE
Registration Number:	2271195	ALYSSA
Registration Number:	2808183	AVANTI
Registration Number:	3224830	BAKE DECORATE CELEBRATE!
Registration Number:	2936697	BAKE EASY!
Registration Number:	1597487	BAKER'S BEST
Registration Number:	1654345	BAKER'S BEST
Registration Number:	1665872	BAKER'S BEST
Registration Number:	3069508	BRUSH-ON COLOR
Registration Number:	1716184	CANDY MELTS
Registration Number:	3057852	CASUAL MOMENTS
Registration Number:	3049738	CELEBRATE!
Registration Number:	3209118	CHOCOLATE PRO

OP \$2490.00 2274404

Registration Number:	1588940	CIRCLES OF STRENGTH
Registration Number:	2550492	JUGGLER
Registration Number:	2754223	COOKIE MASTER
Registration Number:	2837686	COPCO
Registration Number:	719872	COPCO
Registration Number:	3033051	CUPCAKES N' MORE
Registration Number:	2722412	DECORATIVE TRENDS
Registration Number:	2792439	DECORATIVE TRENDS
Registration Number:	1588939	DECORATOR PREFERRED
Registration Number:	2806395	DECOR-EDGE
Registration Number:	2748369	DESSERT DECORATOR MAX
Registration Number:	2716490	DESSERT DECORATOR PRO
Registration Number:	2907065	DESSERT WHIPPER PRO
Registration Number:	2825953	DIMENSIONS
Registration Number:	2885363	DOUGH GUARD
Registration Number:	2762706	DURA-RELEASE
Registration Number:	3169843	EASY-FLEX
Registration Number:	2125843	EVEN-BAKE
Registration Number:	2795943	EVEN-BAKE
Registration Number:	2792679	EVER-GLIDE
Registration Number:	1324627	EXCELLE
Registration Number:	2746018	EXCELLE ELITE
Registration Number:	2958406	FAMILY OCCASIONS COLLECTION
Registration Number:	2668846	FEATHERWEIGHT
Registration Number:	2992327	FLEXELLE
Registration Number:	3034166	FONDUE MELTS
Registration Number:	2790390	FOODWRITER
Registration Number:	2082438	FUN PIX
Registration Number:	2429446	HOME AND HEARTH
Registration Number:	2926674	ICE-A-COOKIE
Registration Number:	2848956	ICING SCULPTOR
Registration Number:	3030481	ICING WRITER
Registration Number:	3202962	IMAGINEIT
Registration Number:	3149499	INCREDIBLE ICE CREAM SCOOP
Registration Number:	2757290	INDULGENCE

Registration Number:	2940947	INTERIOR TRENDS
Registration Number:	2780499	IRIDESCENTS
Registration Number:	3154877	IS IT ART? OR IS IT YOU?
Registration Number:	2981028	JUST THE TWO OF US
Registration Number:	2950346	KANDY CLAY
Registration Number:	1525272	LOVING TRADITIONS
Registration Number:	3002836	NEWBURY LANE
Registration Number:	2074078	NOMAR 66
Registration Number:	2388218	NOW IS THE TIME
Registration Number:	3124334	OVEN GOURMET
Registration Number:	2935555	PARTYPANS
Registration Number:	3135955	PERFECT PERFORMANCE
Registration Number:	2654921	PERFECT RESULTS
Registration Number:	2990490	PRAIRIELAND
Registration Number:	2792680	PRISM NON-STICK
Registration Number:	2143519	RAPID-READ
Registration Number:	2698426	RECIPE RIGHT
Registration Number:	2672929	RECIPE RIGHT NON-STICK
Registration Number:	2174328	ROWOCO
Registration Number:	1744483	RUFFLE BOARD
Registration Number:	2799006	SMART GADGETS
Registration Number:	2799007	SMART GADGETS
Registration Number:	2947302	SMART RELEASE
Registration Number:	2885364	STENCIL-A-COOKIE
Registration Number:	2846004	SWEET THINGS
Registration Number:	3177746	THE INCREDIBLE ICE CREAM MACHINE
Registration Number:	1654342	THE WESTON GALLERY
Registration Number:	3133387	TRILANO
Registration Number:	2666385	TRIM 'N TURN
Registration Number:	2013655	TUK-N'-RUFFLE
Registration Number:	2439568	ULTIMA
Registration Number:	2553810	ULTIMATE
Registration Number:	2602073	ULTIMATE
Registration Number:	2651803	ULTIMATE
Registration Number:	1749429	ULTIMO

Registration Number:	2794174	ULTIMO
Registration Number:	2751027	ULTRA BAKE
Registration Number:	3166466	ULTRA-FLEX
Registration Number:	2130181	VERITAS
Registration Number:	2583783	VERONA
Registration Number:	1994308	WILTON
Registration Number:	965496	WILTON
Registration Number:	1929432	WILTON WILTON ENTERPRISES
Registration Number:	3237884	WILTON FOR KIDS
Registration Number:	967455	WILTON
Registration Number:	2801262	ZINGO
Serial Number:	78725428	EASY IMAGE
Serial Number:	78317137	EASYGRATE
Serial Number:	78725353	FANCI-FILL
Serial Number:	78681618	THE ULTIMATE 3 IN 1 CADDY

CORRESPONDENCE DATA

Fax Number: (312)993-9767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-993-2698
Email: magdalini.rizakos@lw.com
Correspondent Name: Magdalini Rizakos c/o Latham & Watkins
Address Line 1: 233 S. Wacker Drive, Suite 5800
Address Line 4: Chicago, ILLINOIS 60606-6401

NAME OF SUBMITTER:	Magdalini Rizakos
Signature:	/mr/
Date:	08/03/2007

Total Attachments: 8
source=Wilton-Trademarks#page1.tif
source=Wilton-Trademarks#page2.tif
source=Wilton-Trademarks#page3.tif
source=Wilton-Trademarks#page4.tif
source=Wilton-Trademarks#page5.tif
source=Wilton-Trademarks#page6.tif
source=Wilton-Trademarks#page7.tif
source=Wilton-Trademarks#page8.tif

Trademark Security Agreement

Trademark Security Agreement, dated as of August 1, 2007, by WILTON INDUSTRIES, INC. (the "Pledgor"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgor is party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of Pledgor:

- (a) Trademarks of Pledgor listed on Schedule I attached hereto; and
- (b) all Goodwill associated with such Trademarks.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and

deliver to the Pledgor an instrument in writing in recordable form releasing the lien and security interest in the Trademarks under this Trademark Security Agreement.

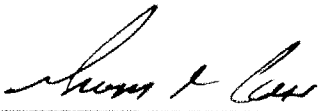
SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

WILTON INDUSTRIES, INC.,
as Pledgor

By: 
Name: Thomas Kasvin
Title: Chief Financial Officer, Treasurer and
Assistant Secretary

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

[Signature Page to Trademark Security Agreement (First Lien)]

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.


Very truly yours,


WILTON INDUSTRIES, INC.,
as Pledgor

By: _____
Name:
Title:

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: 
Name: David B. Julie
Title: Associate Director
Banking Products
Services, US

By: 
Name: Richard L. Tavrow
Title: Director
Banking Products
Services, US

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
Wilton Industries, Inc.	2274404	ADVANCE
Wilton Industries, Inc.	3163484	ADVANCE
Wilton Industries, Inc.	2271195	ALYSSA
Wilton Industries, Inc.	2808183	AVANTI
Wilton Industries, Inc.	3224830	BAKE DECORATE CELEBRATE!
Wilton Industries, Inc.	2936697	BAKE EASY!
Wilton Industries, Inc.	1597487	BAKER'S BEST
Wilton Industries, Inc.	1654345	BAKER'S BEST
Wilton Industries, Inc.	1665872	BAKER'S BEST
Wilton Industries, Inc.	3069508	BRUSH-ON COLOR
Wilton Industries, Inc.	1716184	CANDY MELTS
Wilton Industries, Inc.	3057852	CASUAL MOMENTS
Wilton Industries, Inc.	3049738	CELEBRATE!
Wilton Industries, Inc.	3209118	CHOCOLATE PRO
Wilton Industries, Inc.	1588940	CIRCLES OF STRENGTH
Wilton Industries, Inc.	2550492	COLOR MIST
Wilton Industries, Inc.	2754223	COOKIE MASTER
Wilton Industries, Inc.	2837686	COPCO
Wilton Industries, Inc.	719872	COPCO
Wilton Industries, Inc.	3033051	CUPCAKES N' MORE
Wilton Industries, Inc.	2722412	DECORATIVE TRENDS
Wilton Industries, Inc.	2792439	DECORATIVE TRENDS
Wilton Industries, Inc.	1588939	DECORATOR PREFERRED

OWNER	REGISTRATION NUMBER	TRADEMARK
Wilton Industries, Inc.	2806395	DECOR-EDGE
Wilton Industries, Inc.	2748369	DESSERT DECORATOR MAX
Wilton Industries, Inc.	2716490	DESSERT DECORATOR PRO
Wilton Industries, Inc.	2907065	DESSERT WHIPPER PRO
Wilton Industries, Inc.	2825953	DIMENSIONS
Wilton Industries, Inc.	2885363	DOUGH GUARD
Wilton Industries, Inc.	2762706	DURA-RELEASE
Wilton Industries, Inc.	3169843	EASY-FLEX
Wilton Industries, Inc.	2125843	EVEN-BAKE
Wilton Industries, Inc.	2795943	EVEN-BAKE
Wilton Industries, Inc.	2792679	EVER-GLIDE
Wilton Industries, Inc.	1324627	EXCELLE
Wilton Industries, Inc.	2746018	EXCELLE ELITE
Wilton Industries, Inc.	2958406	FAMILY OCCASIONS COLLECTION
Wilton Industries, Inc.	2668846	FEATHERWEIGHT
Wilton Industries, Inc.	2992327	FLEXELLE
Wilton Industries, Inc.	3034166	FONDUE MELTS
Wilton Industries, Inc.	2790390	FOODWRITER
Wilton Industries, Inc.	2082438	FUN PIX
Wilton Industries, Inc.	2429446	HOME AND HEARTH ¹
Wilton Industries, Inc.	2926674	ICE-A-COOKIE
Wilton Industries, Inc.	2848956	ICING SCULPTOR
Wilton Industries, Inc.	3030481	ICING WRITER
Wilton Industries, Inc.	3202962	IMAGINEIT
Wilton Industries, Inc.	3149499	INCREDIBLE ICE CREAM SCOOP
Wilton Industries, Inc.	2757290	INDULGENCE

¹ Wilton Industries, Inc. intends to allow this trademark registration to lapse but the registration has not technically lapsed since the grace period to file an affidavit of use does not expire until 8/20/2007.

OWNER	REGISTRATION NUMBER	TRADEMARK
Wilton Industries, Inc.	2940947	INTERIOR TRENDS
Wilton Industries, Inc.	2780499	IRIDESCENTS
Wilton Industries, Inc.	3154877	IS IT ART? OR IS IT YOU?
Wilton Industries, Inc.	2981028	JUST THE TWO OF US
Wilton Industries, Inc.	2950346	KANDY CLAY
Wilton Industries, Inc.	1525272	LOVING TRADITIONS
Wilton Industries, Inc.	3002836	NEWBURY LANE
Wilton Industries, Inc.	2074078	NOMAR 66
Wilton Industries, Inc.	2388218	NOW IS THE TIME
Wilton Industries, Inc.	3124334	OVEN GOURMET
Wilton Industries, Inc.	2935555	PARTYPANS
Wilton Industries, Inc.	3135955	PERFECT PERFORMANCE
Wilton Industries, Inc.	2654921	PERFECT RESULTS
Wilton Industries, Inc.	2990490	PRAIRIELAND
Wilton Industries, Inc.	2792680	PRISM NON-STICK
Wilton Industries, Inc.	2143519	RAPID-READ
Wilton Industries, Inc.	2698426	RECIPE RIGHT
Wilton Industries, Inc.	2672929	RECIPE RIGHT NON-STICK
Wilton Industries, Inc.	2174328	ROWOCO AND DESIGN
Wilton Industries, Inc.	1744483	RUFFLE BOARD
Wilton Industries, Inc.	2799006	SMART GADGETS
Wilton Industries, Inc.	2799007	SMART GADGETS
Wilton Industries, Inc.	2947302	SMART RELEASE
Wilton Industries, Inc.	2885364	STENCIL-A-COOKIE
Wilton Industries, Inc.	2846004	SWEET THINGS
Wilton Industries, Inc.	3177746	THE INCREDIBLE ICE CREAM MACHINE
Wilton Industries, Inc.	1654342	THE WESTON GALLERY
Wilton Industries, Inc.	3133387	TRILANO Stylized
Wilton Industries, Inc.	2666385	TRIM 'N TURN

CH959954.1

OWNER	REGISTRATION NUMBER	TRADEMARK
Wilton Industries, Inc.	2013655	TUK-N'-RUFFLE
Wilton Industries, Inc.	2439568	ULTIMA
Wilton Industries, Inc.	2553810	ULTIMATE
Wilton Industries, Inc.	2602073	ULTIMATE
Wilton Industries, Inc.	2651803	ULTIMATE
Wilton Industries, Inc.	1749429	ULTIMO
Wilton Industries, Inc.	2794174	ULTIMO
Wilton Industries, Inc.	2751027	ULTRA BAKE
Wilton Industries, Inc.	3166466	ULTRA-FLEX
Wilton Industries, Inc.	2130181	VERITAS
Wilton Industries, Inc.	2583783	VERONA
Wilton Industries, Inc.	1994308	WILTON
Wilton Industries, Inc.	965496	WILTON
Wilton Industries, Inc.	1929432	WILTON & DESIGN
Wilton Industries, Inc.	3237884	WILTON FOR KIDS
Wilton Industries, Inc.	967455	WILTON Stylized
Wilton Industries, Inc.	2801262	ZINGO

Trademark Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
Wilton Industries, Inc.	78/725428	EASY IMAGE
Wilton Industries, Inc.	78/317137	EASYGRATE
Wilton Industries, Inc.	78/725353	FANCI-FILL
Wilton Industries, Inc.	78/681618	THE ULTIMATE 3 IN 1 CADDY