

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.		12/27/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Bank of New York Mellon, as Collateral Agent
Street Address:	600 East Las Colinas Blvd., Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	3738379	BAG CAP
Registration Number:	3304548	BAKE DECORATE CELEBRATE!
Registration Number:	3773174	BAKE IT BETTER
Registration Number:	3411040	BAKING BASICS
Registration Number:	3793139	CAKES 'N MORE
Registration Number:	3362903	CELEBRATE!
Registration Number:	3713247	COLORBURST
Registration Number:	3602120	CUPCAKE FLAIR
Registration Number:	3482475	CUPCAKES N' MORE
Registration Number:	3506020	DIPPIN' DESSERTS
Registration Number:	3792915	DURA-RELEASE III
Registration Number:	3719457	ECO-OCCASIONS
Registration Number:	3793070	ECO-OCCASIONS CARING FOR OUR EARTH
Registration Number:	3576824	HIDEAWAY EASEL

CH \$1415.00 3738379

Registration Number:	3664943	HYDRATION
Registration Number:	3532671	IMAGINEIT
Registration Number:	3602438	LOVE KNOT BUBBLE WANDS
Registration Number:	3761848	MAKE ANY BAG A REUSABLE CONTAINER
Registration Number:	3602477	PERFECT PERFORMANCE ULTRA
Registration Number:	3468814	PUSH N' PRINT
Registration Number:	3604208	PUSH'N POP!
Registration Number:	3573708	PUZZLE CAKES
Registration Number:	3548033	SCOOP-IT
Registration Number:	3588504	SLIDE & STORE
Registration Number:	3362897	TASTY-FILL
Registration Number:	3708319	
Registration Number:	3339581	THE WILTON METHOD
Registration Number:	3588500	TRU-HANGER
Registration Number:	3541475	TWIST N' MEASURE
Registration Number:	3529336	ULTIMATE CAKE CADDY
Registration Number:	3544733	ULTRA BAKE2
Registration Number:	3788620	ULTRA GOLD
Registration Number:	3453816	WILD LEAF TEA CO
Serial Number:	77205777	CAKESCAPE
Serial Number:	77205779	CAKESCAPE
Serial Number:	77205799	CAKESCAPE
Serial Number:	77205807	CAKESCAPE
Serial Number:	77205787	CAKESCAPE
Serial Number:	77870877	CANDYPICK
Serial Number:	77795540	COLOR MIST
Serial Number:	85022717	COOKIE PRO
Serial Number:	77963039	CREEPY SPRINKLES LAB
Serial Number:	77811562	ECO FIRST
Serial Number:	77963011	LOVE POTION SPRINKLE SET
Serial Number:	85015934	MAGNETIC SOLUTIONS
Serial Number:	85034463	MAKE ANY BAG A RESEALABLE CONTAINER
Serial Number:	77818386	SMART GADGETS
Serial Number:	85021962	STIR 'N SIP CUP
Serial Number:	77943982	STORE IT

Serial Number:	77944010	STORE IT TO GO BOTTLE
Serial Number:	85089648	TILT 'N TURN
Serial Number:	85071375	TO GO CUP
Serial Number:	77880665	ULTRABAKE 3
Serial Number:	77886114	YOUR CEREMONY
Serial Number:	77886032	YOUR PARTY FAVOR
Serial Number:	77886098	YOUR RECEPTION

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	649611
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	01/21/2011

Total Attachments: 5
source=1-21-11 Wilton Industries-TM#page1.tif
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source=1-21-11 Wilton Industries-TM#page4.tif
source=1-21-11 Wilton Industries-TM#page5.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

WILTON INDUSTRIES, INC.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Delaware
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) December 27, 2010

- Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: THE BANK OF NEW YORK MELLON, as Collateral Agent

Internal Address: _____

Street Address: 600 East Las Colinas Blvd., Suite 1300

City: Irving

State: TX

Country: USA Zip: 75039

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3,738,379; 3,304,548; 3,773,174; 3,411,040; 3,793,139

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Janelle Telesford, Paralegal

Internal Address: Emmet, Marvin & Martin, LLP

Street Address: 120 Broadway

#649611-5

City: New York

State: New York Zip: 10271

Phone Number: 212-238-3244

Fax Number: 212-238-3100

Email Address: jtelesford@emmetmarvin.com

6. Total number of applications and registrations involved:

56

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Janelle Telesford
Signature
Janelle Telesford
Name of Person Signing

January 18, 2011

Date

Total number of pages including cover sheet, attachments, and document:

5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Trademark Security Agreement

Trademark Security Agreement, dated as of Dec. 27, 2010, by Wilton Industries, Inc., a Delaware corporation, (the "Pledgor") in favor of The Bank of New York Mellon, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, each Pledgor is a party to a Security Agreement dated as of August 1, 2007 (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. Each 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 such Pledgor:

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

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.

IN WITNESS WHEREOF, the 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.

By: Mary Cushing Merfeld
Mary Cushing Merfeld
Chief Financial Officer/
President, Operations

Accepted and Agreed:
The Bank of New York Mellon,
As Collateral Agent

By: Melinda Valentine
Name: MELINDA VALENTINE
Title: VICE PRESIDENT

SCHEDULE I TO TRADEMARK SECURITY AGREEMENT**WILTON INDUSTRIES, INC.**

Trademark	Status	App. No	App. Date	Reg. No.	Reg. Date
Bag Cap	Registered	77676958	24-Feb-09	3738379	12-Jan-10
Bake Decorate Celebrate	Registered	78872543	28-Apr-06	3304548	02-Oct-07
Bake it Better	Registered	77676965	24-Feb-09	3773174	06-Apr-10
Baking Basics	Registered	78979797	12-Jan-04	3411040	08-Apr-08
Cakes 'N More	Registered	77880777	25-Nov-09	3793139	25-Mar-10
Cakescape	Pending	77205777	14-Jun-07		
Cakescape	Pending	77205779	14-Jun-07		
Cakescape	Pending	77205799	14-Jun-07		
Cakescape	Pending	77205807	14-Jun-07		
Cakescape	Published	77205787	14-Jun-07		
CandyPick	Pending	77870877	12-Nov-09		
Celebrate!	Registered	77004994	22-Sep-06	3362903	01-Jan-08
Color Mist	Pending	77795540	03-Aug-09		
Colorburst	Registered	77632981	15-Dec-08	3713247	17-Nov-09
Cookie Pro	Pending	85022717	26-Apr-10		
Creepy Sprinkles Lab	Pending	77963039	19-Mar-10		
Cupcake Flair	Registered	77558632	29-Aug-08	3602120	07-Apr-09
Cupcakes N' More	Registered	78939995	28-Jul-06	3482475	05-Aug-08
Dippin' Desserts	Registered	77167396	27-Apr-07	3506020	23-Sep-08
Dura-Release III	Registered	77843648	07-Oct-09	3792915	25-May-10
Eco First	Pending	77811562	24-Aug-09		
Eco-Occasions	Registered	77493953	09-Jun-08	3719457	01-Dec-09
Eco-Occasions with Tree Logo and Caring for our Earth	Registered	77852647	20-Oct-09	3793070	25-May-10
Hideaway Easel	Registered	77121415	02-Mar-07	3576824	17-Feb-09
Hydration and leaf design	Registered	77575441	22-Sep-08	3664943	04-Aug-09
ImagineIt	Registered	78939976	28-Jul-06	3532671	11-Nov-08
Love Knot Bubble Wands	Registered	77582841	01-Oct-08	3602438	07-Apr-09
Love Potion Sprinkle Set	Pending	77963011	19-Mar-10		
Magnetic Solutions	Pending	85015934	16-Apr-10		
Make any bag a resealable container	Pending	85034463	10-May-10		
Make any bag a reusable container	Registered	77715103	16-Apr-09	3761848	16-Mar-10
Perfect Performance Ultra	Registered	77602851	29-Oct-08	3602477	07-Apr-09
Push N' Print	Registered	77121139	02-Mar-07	3468814	15-Jul-08
Push'N Pop!	Registered	77528619	22-Jul-08	3604208	07-Apr-09
Puzzle Cakes	Registered	77348781	11-Dec-07	3573708	10-Feb-09
Scoop-It	Registered	77370011	11-Jan-08	3548033	16-Dec-08

Trademark	Status	App. No	App. Date	Reg. No.	Reg. Date
Slide & Store	Registered	77348769	11-Dec-07	3588504	10-Mar-09
Smart Gadgets	Pending	77818386	02-Sep-09		
Stir 'n Sip Cup	Pending	85021962	23-Apr-10		
Store It	Pending	77943982	24-Feb-10		
Store It To Go Bottle	Pending	77944010	24-Feb-10		
Tasty-Fill	Registered	77001525	18-Sep-06	3362897	01-Jan-08
tea leaf design	Registered	77715121	16-Apr-09	3708319	10-Nov-09
The Wilton Method	Registered	78872600	28-Apr-06	3339581	20-Nov-07
Tilt 'N Turn	Pending	85089648	21-Jul-10		
To Go Cup (design)	Pending	85071375	25-Jun-10		
Tru-Hanger	Registered	77347960	10-Dec-07	3588500	10-Mar-09
Twist N' Measure	Registered	77333009	19-Nov-07	3541475	02-Dec-08
Ultimate Cake Caddy	Registered	78962924	29-Aug-06	3529336	04-Nov-08
Ultra Bake2	Registered	77333039	19-Nov-07	3544733	09-Dec-08
Ultra Gold	Registered	77757083	11-Jun-09	3788620	11-May-10
UltraBake 3	Pending	77880665	25-Nov-09		
Wild Leaf Tea Co	Registered	78911316	19-Jun-06	3453816	24-Jun-08
Your Ceremony	Pending	77886114	04-Dec-09		
Your Party Favor	Pending	77886032	04-Dec-09		
Your Reception	Pending	77886098	04-Dec-09		