

05-16-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

101718593

TRADEMARKS ONLY

.T

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

5-11-01

Resubmission (Non-Recordation)

Document ID#

Correction of PTO Error

Reel #  Frame #

Corrective Document

Reel #  Frame #

Conveyance Type

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year  
01/16/98

MAY 11 2001

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/15/2001 BYRNE 0000172-70195090

01 FC:481 40.00 OP  
02 FC:482 225.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="76/195,090"/>	<input type="text" value="75/872,239"/>	<input type="text"/>	<input type="text" value="2,310,895"/>	<input type="text" value="2,310,557"/>	<input type="text"/>
<input type="text" value="76/076,970"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,317,857"/>	<input type="text" value="2,247,435"/>	<input type="text"/>
<input type="text" value="76/014,642"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,292,226"/>	<input type="text" value="2,181,607"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

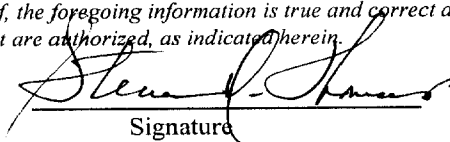
Method of Payment: Enclosed  Deposit Account   
 Deposit Account  
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

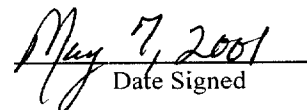
Deposit Account Number: #   
 Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas  
Name of Person Signing

  
Signature

  
Date Signed

**NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS**

United States Patent and Trademark Office


Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of January 16, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and Bank of America, N.A. (formerly, NationsBank, N.A.), in its capacity as agent (in such capacity, the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Credit Party has granted a continuing security interest in, and a right to set off against, any and all right, title and interest of such Credit Party in and to the Trademarks (as defined in the Security Agreement), whether now owned or existing or owned, acquired, or arising hereafter, including without limitation the trademarks, service marks and related registrations and applications shown in Exhibit A, attached hereto and incorporated herein, to the Agent for the benefit of the Lenders, together with the goodwill and assets of the business symbolized by such Trademarks and all actions for infringement concerning the foregoing including the right to sue for and to recover and retain all damages and profits arising from past infringements of such Credit Party concerning the foregoing.

The security interest in the attached trademarks and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

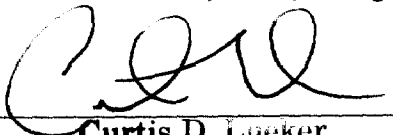
Very truly yours,

UNITED DESIGN CORPORATION

By:   
Name: Greg Kieson  
Title: Chief Operating Officer and Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By:   
Name: Curtis D. Lueker  
Title: Vice President

**United Design Corporation  
(Oklahoma Corporation)**

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
CLASSIC CRITTERS	2,310,895	1/25/00
GARDEN GUARDIANS	2,317,857	2/15/00
UNITED DESIGN	2,292,226	11/16/99
BEAN LINGO	2,310,557	1/25/00
CELTIC CROSSINGS	2,247,435	5/25/99
HIDE & KEEP	2,181,607	8/11/98

**Pending Applications**

Mark	Appl. Ser. No.	Filing Date
LOOKING GLASS GALLERY	76-195,090	1/17/01
CHRON-LOGY	76-076,970	6/26/00
CAMEO GIRLS	76-014,642	3/31/00
LIFE ECHOES	75-872,239	12/15/99