

10-20-03

10-20-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECC



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

Tab settings

102578436

To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Royal Charm, Ltd. 333 Holtzman Road Madison, WI 53713

- Individual, Association, General Partnership, Limited Partnership, Corporation-State (Wisconsin), Other

Additional name of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: October 10, 2003

2. Name and address of receiving party(ies)

Name: U.S. Bank National Association, as Agent Internal Address: 800 Nicollet Mall, EP-MN-HO4B City: Minneapolis State: MN Zip: 55402

- Individual(s) citizenship, Association National Bank, General Partnership, Limited Partnership, Corporation, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) NONE

B. Trademark Registration No.(s) SEE NOTICE ATTACHED HERETO

Additional numbers attached? Yes No

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

Name: Julie A. Drewes, Esq. Internal Address: Briggs and Morgan, P.A. Street Address: 2200 IDS Center, 80 South 8th Street City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41) \$ 320.00

- Enclosed, Authorized to be charged to deposit account (for deficiency only)

8. Deposit account number:

02-3732

(Attach duplicate copy of this page if paying by deposit account)

10/20/2003 LHWELLER 00000159 76108386

01 FC:0521 02 FC:0522

40.00 OP 175.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

Briggs and Morgan, P.A. By: Julie A. Drewes, Esq.

Signature: Julie Drewes

Date: October 10, 2003

Name of Person Signing

Signature

Date

Refund Ref: 10/20/2003 LHWELLER 0000131620

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

CHECK Refund Total: \$105.00

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

**Owner = ROYAL CHARM, LTD.****U.S. Trademarks**

<b>Mark</b>	<b>Serial No.</b>	<b>Registration No.</b>	<b>Date Registered</b>	<b>Goods/Services</b>
TABLE CHARM	76/108,386	2,581,151	June 18, 2002	cutlery namely, knives with stainless steel blades and wooden handles and flatware namely stainless steel forks, knives, spoons and serving spoons
TABLE CHARM	76/108,385	2,581,150	June 18, 2002	water filtration system comprising of a solid carbon block or granulated carbon pre-filter, diverter valve and hose, spout and monitor for domestic use; water distillation units for domestic use, and air purification units for domestic use
TABLE CHARM	76/108,384	2,577,549	June 11, 2002	electric juicers used for fruits and vegetables for household use

1568102v3

\*

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**U.S. Trademarks**

<b>Mark</b>	<b>Serial No.</b>	<b>Registration No.</b>	<b>Date Registered</b>	<b>Goods/Services</b>
TABLE CHARM	76/108,379	2,577,547	June 11, 2002	cutlery namely, knives with stainless steel blades and wooden handles and flatware namely stainless steel forks, knives, spoons and serving spoons
TABLE CHARM	76/108,378	2,577,546	June 11, 2002	electric juicers used for fruits and vegetables for household use

Owner = ROYAL CHARM, LTD.

U.S. Trademarks

Mark	Serial No.	Registration No.	Date Registered	Goods/Services
TABLE CHARM	76/108,383	2,575,441	June 4, 2002	cookware namely, sauce pans, skillets, dutch ovens, steamer/colanders, flat covers, dome covers; kitchenware namely, cookie sheets, cake pans, pizza pans, omelet pans, salad spinners, mixing bowls, non-electric griddles; china namely, dinner plates, lunch plates, cups, saucers, serving bowls, gravy boats and platters; glass dinnerware namely, glass dishes, dinner plates, lunch plates, cups, saucers, serving bowls, gravy boats and platters; glassware namely, beverage glassware
TABLE CHARM	76/108,382	2,577,548	June 11, 2002	water filtration system comprising of a solid carbon block or granulated carbon, pre-filter, diverter valve and hose, spout and monitor for domestic use; water distillation units for domestic use, and air purification units for domestic use
TABLE CHARM	76/108,381	2,5745,440	June 4, 2002	kitchenware namely, cookie sheets, cake pans, pizza pans, omelet pans, salad spinners, mixing bowls, cookware namely, sauce pans, skillets, dutch ovens, steamer/colanders, flat covers, dome covers, non-electric griddles; china namely, dinner plates, lunch plates, cups, saucers, serving bowls, gravy bowls, gravy boats and platters; glass dinnerware namely, glass, dishes, dinner plates, lunch plates, cups, (continued) saucers, serving bowls, gravy boats and platters; glassware namely, beverage glassware

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office  
Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Loan and Security Agreement dated as of October 10, 2003 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among ROYAL CHARM, LTD., a Wisconsin corporation (the "Debtor"), HY CITE CORPORATION, a Wisconsin corporation, in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association, as Agent for the lenders from time to time party thereto (in such capacity, the "Agent"), the Debtor has granted a continuing security interest in and continuing lien upon, among other things, the trademarks and trademark applications shown below to the Agent:

TRADEMARKS

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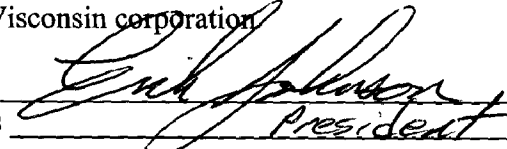
TRADEMARK APPLICATIONS

None.

The Debtor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ROYAL CHARM, LTD.  
a Wisconsin corporation

By   
Its President

Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,  
a national banking association, as Agent

By \_\_\_\_\_  
Its \_\_\_\_\_

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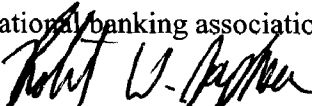
Very truly yours,

ROYAL CHARM, LTD.  
a Wisconsin corporation

By \_\_\_\_\_  
Its \_\_\_\_\_

Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,  
a national banking association, as Agent

By   
Its Sr. Vice President