



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

RECO 102648532  
TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):  
L. Powell Company

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

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

3. Nature of conveyance:

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

Execution Date: 12/22/03

2. Name and address of receiving party(ies)

Name: Wells Fargo Foothill, Inc.

Internal Address: Suite 3000 West

Street Address: 2450 Colorado Avenue

City: Santa Monica State: CA Zip: 90404

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

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)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)  
See attached "Security Interest in Trademarks"

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

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

Name: Joel J. Berman, Esq.

Internal Address:

Jeffer, Mangels, Butler & Marmaro LLP

Seventh Floor

Street Address: 1900 Avenue of the Stars

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0440

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

DO NOT USE THIS SPACE

9. 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.

Hamilton Tran

Name of Person Signing

*Hamilton Tran*  
Signature

1/6/04  
Date

01/15/2004 LNUELLER 00000239 100440 1339088 Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks Box Assignments  
Washington, D.C. 20231

01 FC:8521 40.00 DA  
02 FC:8522 250.00 DA

American LegalNet, Inc.  
www.USCourtForms.com

Schedule A to  
SECURITY INTEREST IN TRADEMARKS  
Trademarks

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Serial Number</u>	<u>Registration Date</u>
"PC The Powell Collection" and Logo	L. Powell Company	Issued	1,339,088	June 4, 1985
"PC Powell" and the Company Logo	L. Powell Company	Issued	1,340,512	June 11, 1985
Stylized PC Design	L. Powell Company	Issued - (Taiwan)	269465	January 1, 1985
"Powell and Stylized PC Design"	L. Powell Company	Issued - (Taiwan)	Class 73-266008	April 13, 1985
"Powell and Stylized PC Design"	L. Powell Company	Issued - (Taiwan)	Class 98-272851	February 1, 1985
"Cheval Jewelry Wardrobe"	L. Powell Company	Issued	2,179,543	August 4, 1998
"Generations for the 21st Century, a division of Powell" and design	L. Powell Company	Issued	2,272,183	August 24, 1999
"Generations for the 21st Century"	L. Powell Company	Issued	2,255,957	June 22, 1999
"POWELL"	L. Powell Company	Issued	2,639,509	October 22, 2002
"FOR MEMORIES WORTH SAVING"	L. Powell Company	Issued	2,588,041	July 2, 2002
The Kitchen Butler	L. Powell Company	Pending	76-520050	Pending

## SECURITY INTEREST IN TRADEMARKS

L. Powell Company, a California corporation (“Grantor”), with its principal place of business and mailing address at 8631 Hayden Place, Culver City, California 90232-1408, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to Wells Fargo Foothill, Inc., a California corporation (together with its successors and assigns, “Secured Party”), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Obligations of the Grantor as set out in that certain Loan and Security Agreement, dated as of December ~~22~~, 2003, by and between Grantor and Secured Party and that certain Intellectual Property Security Agreement dated as of December ~~22~~ 2003, by and between Grantor and Secured Party (collectively, the “Agreements”).

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interests in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Agreements, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreements, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in Trademarks to be  
duly executed as of December 22, 2003.

Grantor:

**L. POWELL COMPANY**, a California  
corporation

By: *Jerry Woods*

Name: *Jerry Woods*

Title: *CFO*

Secured Party:

**WELLS FARGO FOOTHILL, INC.**, a California  
corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, Grantor has caused this Security Interest in Trademarks to be duly executed as of December 22, 2003.


Grantor:

**L. POWELL COMPANY**, a California corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Secured Party:

**WELLS FARGO FOOTHILL, INC.**, a California corporation

By:  \_\_\_\_\_  
Name: CHARLES KIM  
Title: VP