

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interests

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch		07/29/2009	as original administrative and collateral agent: SWITZERLAND

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	as successor administrative and collateral agent: GERMANY

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!

OP \$2490.00 2274404

Registration Number:	3209118	CHOCOLATE PRO
Registration Number:	1588940	CIRCLES OF STRENGTH
Registration Number:	2950492	COLOR MIST
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	TRILÀNO
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: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198200
Email: fcutajar@whitecase.com
Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Patents & Trademarks
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1503845-0021
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	09/02/2009

Total Attachments: 7
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ASSIGNMENT OF SECURITY INTERESTS IN PATENTS AND TRADEMARKS

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment") dated as of July 29, 2009 is entered into by and between UBS AG, Stamford Branch ("UBS") and Deutsche Bank Trust Company Americas ("DB"). All capitalized terms used herein and not otherwise defined shall have the respective meanings provided such terms in the Credit Agreement referred to below.

WHEREAS, pursuant to the Amended and Restated Second Lien Credit Agreement, dated as of August 1, 2007, as amended and restated as of November 19, 2007 (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Wilton Brands Inc. (fka Wilton Products Inc.), (the "Borrower"), the Guarantors, the Lenders party thereto and UBS, as the original administrative and collateral agent thereunder; and

WHEREAS, the Lenders severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth in the Credit Agreement; and

WHEREAS, Wilton Brands Inc. (fka UCG Paper Crafts, Inc.), EK Success Ltd., Dimensions Crafts LLC (fka Dimensions Acquisition LLC), K & Company LLC, Wilton Industries, Inc., Wilton Intercontinental LLC and Wilton Global Sourcing LLC (collectively, the "Grantors") and UBS, the Lenders and other secured parties thereto (collectively, the "Secured Parties") are parties to a certain Security Agreement (Second Lien), dated as of August 1, 2007, (as the same may be or may have been amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, the Grantors were required to execute and deliver a Copyright Security Agreement, Patent Security Agreement and a Trademark Security Agreement whereby the Grantors mortgaged, pledged, and hypothecated to UBS and granted UBS a security interest in certain patents and trademarks, including, without limitation, those listed on Schedule A attached hereto (the "Secured IP") for the benefit of the Secured Parties (as defined in the Credit Agreement); and

WHEREAS, pursuant to that certain First Amendment and Resignation and Appointment Agreement, dated as of July 8, 2009, DB has replaced UBS as the Administrative Agent under the Credit Agreement and Security Agreement and therefore has required all of UBS' right, title and interest, in or to, the Secured IP in order to hold collateral security for the full, prompt, and complete payment and performance of the Secured Obligations of the Grantors, as set forth in the Credit Agreement and Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, UBS hereby gives notice of its grant, conveyance, and assignment, on an exclusive basis, to DB, its successors, legal representatives, and assigns, of all UBS' right, title and interest in and to the Secured IP, including, without limitation, all liens and security interests, and to any renewals and/or extensions thereof, for all territories of the world in perpetuity, as well as any products and proceeds thereof, including all goodwill, income, royalties, and damages now and hereafter due or payable to UBS, for past, present, or future

infringements and misappropriations, as well as all rights to sue for such infringements or misappropriations, and all rights corresponding to any of the above throughout the world, including by not limited to the security interest in the Intellectual Property recorded with the United States Patent and trademark Office at the following Reel and Frame Numbers:

PATENTS

Assignor	Reel/Frame #	Dated of Recordation
Dimensions Acquisition LLC	019640 / 0772	8-3-2007
K & Company LLC	019640 / 0900	8-3-2007
Wilton Industries, Inc.	019640 / 0537	8-3-2007
E K Success Ltd.	019640 / 0746	8-3-2007

TRADEMARKS

Assignor	Reel/Frame #	Dated of Recordation
Dimensions Acquisition LLC	003594 / 0474	8-3-2007
K & Company LLC	003594 / 0456	8-3-2007
Wilton Industries, Inc.	003594 / 0265	8-3-2007
E K Success Ltd.	003594 / 0277	8-3-2007

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Assignor	Volume/Document #	Dated of Recordation
Dimensions Acquisition LLC	V3550 D356	8-6-2007
K & Company LLC	V3550 D355	8-6-2007
Wilton Industries, Inc.	V3550 D357	8-6-2007
E K Success Ltd.	V3550 D358 V3550 D359	8-6-2007

IN WITNESS WHEREOF the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 29th day of July, 2009.

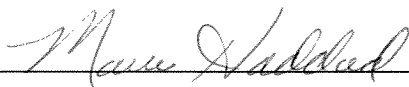
ASSIGNOR

UBS AG, STAMFORD BRANCH.
as original administrative and collateral agent

By: 

Name: Irja R. Otsa

Title: Associate Director

By: 

Name: Marie Haddad

Title: Associate Director

ASSIGNEE

DEUTSCHE BANK TRUST COMPANY AMERICAS
as successor administrative and collateral agent

By: Scotty Lindsay

Name: Scotty Lindsay

Title: Director

By: Susan LeFevre

Name: Susan LeFevre

Title: Managing Director

Schedule A

TRADEMARKS

<u>Owner</u>	<u>Reg Number/App Number</u>	<u>Mark</u>
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!
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Wilton Industries, Inc.	2907065	DESSERT WHIPPER PRO
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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
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Wilton Industries, Inc.	2746018	EXCELLE ELITE
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Wilton Industries, Inc.	2792680	PRISM NON-STICK
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Wilton Industries, Inc.	1654342	THE WESTON GALLERY
Wilton Industries, Inc.	3133387	TRILANO Stylized
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Wilton Industries, Inc.	1929432	WILTON & DESIGN
Wilton Industries, Inc.	3237884	WILTON FOR KIDS
Wilton Industries, Inc.	967455	WILTON Stylized
Wilton Industries, Inc.	2801262	ZINGO
Wilton Industries, Inc.	78/725428	EASY IMAGE
Wilton Industries, Inc.	78/317137	EASY GRATE
Wilton Industries, Inc.	78/725353	FANCI-FILL
Wilton Industries, Inc.	78/681618	THE ULTIMATE 3 IN 1 CADDY