

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.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):

HP Intellectual Corp.

- 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 Grant of Security Interest
- Merger
- Change of Name

Execution Date: 11/17/2004

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Agent

Internal

Address:

Street Address: 300 Galleria Parkway Suite 800

City: Atlanta State: GA Zip: 30339

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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)
Please see Schedule 1 attached

B. Trademark Registration No.(s)
Please see Schedule 1 attached

Additional number(s) attached Yes No

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

Name: Marcus A. Young, Paralegal

Internal Address: Parker, Hudson, Rainer & Dobbs

Street Address: 1500 Marquis Two Tower

285 Peachtree Center Avenue, N.E.

City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved:

147

7. Total fee (37 CFR 3.41): \$ 3,690.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502831

DO NOT USE THIS SPACE

9. Signature.

Robert A. Crosby, Esq.
Name of Person Signing


Signature

December 8, 2004
Date

Total number of pages including cover sheet, attachments, and document: 14

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

SCHEDULE 1

TRADEMARKS

<u>Description</u>	<u>Registration No.</u>
APPLICA	2625848
APPLICA DESIGN	2564457
ARIZE	2694130
AST	2703221
Automatic Shut Off Design	2863817
BELSON	2672444
BLACK PEARL	2622325
BLUE DIAMOND	2605603
BLUE DIAMOND	2568289
BLUE POWER	2530764
BREW'N GO DELUXE	2716164
CARING FOR YOU AND YOUR CAT	2602921
CHILL BUSTER	2602965
CHROMFX	2803699
Classic Chrome	2796185
cord reel design	2678151
CUP-AT-A-TIME & DESIGN	2638148
DIGITAL ADVANTAGE	2846612
DURAGLIDE	2811621
elantra	2722686
FIRENZE	2771601
FRYMATE	2725896
GIZMO	2580411
GOLD 'N HOT	2558184
GOLD 'N HOT	1813002
HEAT XTREME	2778618
JET BONNET	1926367
LIDS OFF	2828573
MEGA HOT	2669791
MINIPRO	2580373
MINIPRO PLUS	2538669
PRESTIGE	2687474
prestige elite	2745147
PRO TOUCH	2605249
PROBLEND	2565727
PROFILES	2640145
QUICK 'N EASY PLUS	2,489,437
QUICKPRESS	2851957
RAIN SAFE	2870377
ROOM SELECT	2751312

SCHEDULE 1 (cont'd)

SAHARA	2849364
SILENT FORCE	2698795
SLIMLINE	2730596
SMARTBOIL	2548263
SMARTBOIL DELUXE	2595312
SMARTBOIL PLUS	2650072
SMARTBREW & DESIGN	2669637
SMARTEMP	2622302
SMARTGRIND	2742922
SMARTGRIND DELUXE	2792752
STEAM 'N GO	2599582
STEAMADVANTAGE	2828047
STEAMXPRESS	2545220
SURE STEAM SYSTEM DESIGN	2891244
THERMAGUARD	2826309
THERMAL SELECT	2730614
TUXEDO	2846528
TYPHOON	2775932
ULTRA TECH	2844945
ULTRA TECH	2626594
WINDMERE	2311858
ZEN	2856865

SCHEDULE 1 (cont'd)

TRADEMARK APPLICATIONS

<u>Description</u>	<u>Serial No.</u>
BELSON	78/328194
BUZZ	78/283865
BUZZ	78/385194
BUZZ	78/290444
BUZZ & DESIGN	78/391249
BUZZ IT OUT!	78/385191
BUZZ STAINS OUT!	78/388413
CATENT	76/052576
CERAMIC DOMES	78/218165
CHANGES IN A TWIST	78/342180
CONVERTMENU	78/367963
COOL SHOT	78/513242
CRUSH MASTER	78/315827
CRUSHMASTER	78/308512
DUETTO STYLER	78/433914
ELANTRA GOLD	78/231256
ELITE	78/433722
ERGO STRAIGHT	78/472305
FIND OUT WHAT THE BUZZ IS ALL ABOUT!	78/342763
FIRST IMPRESSIONS	78/308535
FLEETFORCE	78/295978
FRESCO	78/437050
FRESHGUARD	78/475863
FRESHGUARD	78/475832
FUN TO GIVE. GREAT TO GET.	78/424651
GIZMO	78/241522
GIZMO	78/458100
GIZMO	78/218225
GIZMO	78/458090
GRAND OPENINGS II	78/317686
GRIPPERS	78/500511
HEALTHWAY	78/455464
INFRAWAVE	78/239952
INFRAWAVE	78/239951
INFUZE	78/249102
KAOLIN TX	78/447031
LIDS OFF & Design	78/435399
LITTER CENTER	78/433711
LITTERMAID CLASSIC	78/433729
MEGA HOT	78/369998

SCHEDULE 1 (cont'd)

MIDGI	78/509347
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MULTI-CUISINE GRANDE	78/464292
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THE POWER OF SCENT AND SOUND	78/213775
PRESS 'N GO	78/178298
PRESS'N DRESS	78/257350
PROFILES	78/295294
PROFILES SPA	78/500630
progressions	78/249524
progressions	78/249541
RAINSAFE & DESIGN	78/259170
RAPID HEAT/ RAPID COOL	78/424579
RED CERAMICS	78/458133
SHOOB	78/182730
SIMPLIFY YOUR LIFE-ZOOMBOT...ONE ROOM AT A TIME	78/388442
Smart Steam Design	78/241983
SOLID GOLD	78/369994
SOLID GOLD	78/469455
Sonic X	78/206932
SPEED	78/343285
STAIN CATCHER	78/283866
STEAM 'N CREASE	78/319441
STEAM N' CREASE	78/318210
Smartemp Design	78/241990
TWIST MIXER	78/324841
VENICE	78/437072
WINDMERE	78/469487
WINDMERE	78/496301
WINDMERE	78/469475
YORKSHIRE	78/499630
YORKSHIRE COLLECTION	78/218167
ZOOMBOT	78/375431
ZOOMBOT & DESIGN	78/391620

SCHEDULE 1 (cont'd)

ZOOMBOT LOGO
ZOOMVAC

78/391629
78/426415

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

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Security Agreement, dated as of December 28, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement"), by and among the Credit Parties thereto (each a "Credit Party" and collectively, the "Credit Parties"), and **BANK OF AMERICA, N.A.**, as collateral and administrative agent ("Agent") for itself and the Lenders (as defined therein), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown on Schedule 1 attached hereto to the Agent, for the ratable benefit of itself and the Lenders.

HP Intellectual Corp. and Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Security

[Remainder of page intentionally left blank]

Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

Very truly yours,

HP INTELLECTUAL CORP.

By: 

Adam L. Kaplan, Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: _____
Name: _____
Title: _____

Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

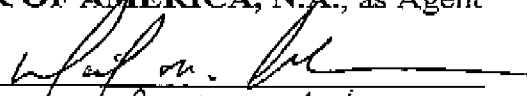
Very truly yours,

HP INTELLECTUAL CORP.

By: _____
Adam L. Kaplan, Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 
Name: David M. Anderson
Title: SVP

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