

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Home Decorators Collection, Inc.		10/03/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Dymas Funding Company, LLC, as Administrative Agent		
Street Address:	One North Franklin Street, Suite 3500		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	78530781	HOME DECORATORS	
Registration Number:	2893525	WHERE VALUE AND SELECTION COME HOME	
Registration Number:	2321232	HOME DECORATORS CATALOG OUTLET	
Registration Number:	2065028	HOME DECORATORS COLLECTION	
Registration Number:	2098565	HOME DECORATORS COLLECTION	
Registration Number:	2136523	HOME DECORATORS COLLECTION	
CORRESPONDENCE DATA			
Fax Number:	(312)863-7496		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3128637194		
Email:	sonya.szot@goldbergkohn.com		
Correspondent Name:	Sonya Szot		
Address Line 1:	55 E. Monroe Street Suite 3700		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	5859.001		

OP \$165.00 78530781

NAME OF SUBMITTER:	Sonya Szot
Signature:	/Sonya Szot/
Date:	10/06/2005
Total Attachments: 3 source=PDF_Docu#page1.tif source=PDF_Docu#page2.tif source=PDF_Docu#page3.tif	

ASSIGNMENT FOR SECURITY TRADEMARKS

WHEREAS, Home Decorators Collection, Inc., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated October 3, 2005 (the "Security Agreement"), in favor of Dymas Funding Company, LLC, in its capacity as Administrative Agent for certain lenders (the "Assignee");


WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

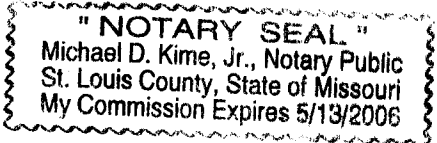
IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of October 3, 2005.

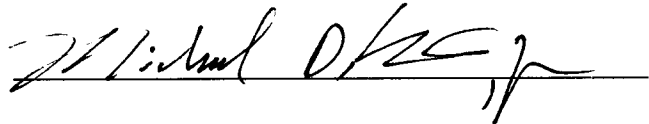
HOME DECORATORS COLLECTION, INC.

By: 
Name: W. Grant Williams, III
Title: Chairman

STATE OF Missouri
ss.:
COUNTY OF St. Louis

On this 3rd day of October, 2005 before me personally came W. Grant Williams, III, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Chairman of Home Decorators Collection, Inc., a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of Home Decorators Collection, Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.





SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

MARK	SERIAL NUMBER	STATUS	REGISTRATION NUMBER	REGIS. DATE
Home Decorators	78-530781	Pending		
Where Value and Selection Come Home	78-313398	Registered	2893525	10/12/04
Home Decorators Catalog Outlet	75-624941	Registered	2321232	02/22/00
Home Decorators Collection	75-113766	Registered	2065028	05/27/97
Home Decorators Collection	74-664130	Registered	2098565	09/23/97
Home Decorators Collection	74-800702	Registered	2136523	02/17/98