

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------------|----------|----------------|-------------------------------------|
| Burnes Operating Company LLC | | 05/26/2006 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Burnes of Boston, LLC |
| Street Address: | 9301 Amberglen Blvd. |
| City: | Austin |
| State/Country: | TEXAS |
| Postal Code: | 78729 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 65

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 0683260 | QUALITY PHOTO FRAMES HEIRLOOM |
| Registration Number: | 0916304 | IIC |
| Registration Number: | 0917181 | REGAL |
| Registration Number: | 1055591 | BB |
| Registration Number: | 1057648 | BURNES OF BOSTON |
| Registration Number: | 1079906 | TERRAGRAFICS |
| Registration Number: | 1153176 | THE FRAME PEOPLE |
| Registration Number: | 1182018 | INTERCRAFT |
| Registration Number: | 1363411 | RARE WOODS |
| Registration Number: | 1398509 | ELITE COLLECTION |
| Registration Number: | 1448540 | FRAMES AS SPECIAL AS THE MEMORIES THEY HOLD |
| Registration Number: | 1508179 | COUNTRY COLLECTIBLES |
| Registration Number: | 1514574 | AMERICAN COUNTRY |

OP \$1640.00 0683260

| | | |
|----------------------|---------|-------------------------------|
| Registration Number: | 1518876 | EASYSTIK |
| Registration Number: | 1530885 | RARE WOODS |
| Registration Number: | 1535342 | ALLEGRO |
| Registration Number: | 1541577 | ULTIMIZER |
| Registration Number: | 1549092 | HOLSON |
| Registration Number: | 1549194 | VICTORIAN TREASURES |
| Registration Number: | 1555784 | LIFESTYLES |
| Registration Number: | 1580105 | BLACK PEARL |
| Registration Number: | 1589978 | FASTAB |
| Registration Number: | 1612966 | CARR |
| Registration Number: | 1645234 | BB BURNES |
| Registration Number: | 1648176 | HERITAGE |
| Registration Number: | 1648871 | THE CONTINENTAL MATTED SERIES |
| Registration Number: | 1673488 | I |
| Registration Number: | 1750065 | BURNES |
| Registration Number: | 1762894 | OLD CRAFTSMAN |
| Registration Number: | 1800750 | DECOREL |
| Registration Number: | 1835473 | DAX |
| Registration Number: | 1896214 | D DECOREL |
| Registration Number: | 1966852 | STATE STREET |
| Registration Number: | 1966853 | BURNES |
| Registration Number: | 1967109 | HOLSON BURNES |
| Registration Number: | 1968927 | CONNOISSEUR |
| Registration Number: | 2164938 | ESSENTIALS |
| Registration Number: | 2247793 | ROMANTIC OCCASIONS |
| Registration Number: | 2296802 | DECOR ESSENTIALS |
| Registration Number: | 2298913 | MASTERCRAFT |
| Registration Number: | 2300824 | SILHOUETTES |
| Registration Number: | 2364616 | PORTABLES |
| Registration Number: | 2453839 | STARDUST |
| Registration Number: | 2560182 | RADIANCE |
| Registration Number: | 2798591 | PERENNIALS |
| Registration Number: | 2851363 | HEART & HOME |
| Registration Number: | 2988024 | NAMEWORKS |
| Registration Number: | 3077436 | MAILABLE MOMENTS |

| | | |
|----------------|----------|---------------------------------------|
| Serial Number: | 76412793 | BURNES OF BOSTON |
| Serial Number: | 76412795 | BURNES OF BOSTON |
| Serial Number: | 76412796 | CONNOISSEUR |
| Serial Number: | 76412797 | CONNOISSEUR |
| Serial Number: | 76412798 | CONNOISSEUR |
| Serial Number: | 76412799 | CONNOISSEUR |
| Serial Number: | 78185079 | DAX |
| Serial Number: | 78258292 | INSTANT DECORATOR |
| Serial Number: | 78308242 | LEVEL-LINE |
| Serial Number: | 78479354 | LEVEL-LINE BEHIND |
| Serial Number: | 78661461 | BURNES OF BOSTON |
| Serial Number: | 78661469 | BURNES OF BOSTON |
| Serial Number: | 78661481 | BURNES OF BOSTON |
| Serial Number: | 78706636 | POSSIBILITIES |
| Serial Number: | 78706637 | CRAFT POSSIBILITIES |
| Serial Number: | 78706639 | IMAGINE. CREATE. CRAFT. |
| Serial Number: | 78753836 | POSSIBILITIES IMAGINE. CREATE. CRAFT. |

CORRESPONDENCE DATA

Fax Number: (314)345-6060
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 314-345-6000
Email: smurphy@blackwellsanders.com
Correspondent Name: Wendy Boldt Cohen
Address Line 1: 720 Olive Street
Address Line 2: 24th Floor
Address Line 4: St. Louis, MISSOURI 63101

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 58190-1 |
| NAME OF SUBMITTER: | Wendy Boldt Cohen |
| Signature: | /Wendy Boldt Cohen/ |
| Date: | 08/29/2006 |

Total Attachments: 9

source=Burnes.Operating.Company.trademarks#page1.tif
source=Burnes.Operating.Company.trademarks#page2.tif
source=Burnes.Operating.Company.trademarks#page3.tif
source=Burnes.Operating.Company.trademarks#page4.tif
source=Burnes.Operating.Company.trademarks#page5.tif

source=Burnes.Operating.Company.trademarks#page6.tif
source=Burnes.Operating.Company.trademarks#page7.tif
source=Burnes.Operating.Company.trademarks#page8.tif
source=Burnes.Operating.Company.trademarks#page9.tif

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT (the "Assignment") shall be deemed made and entered into as of the 26th day of May, 2006, ("Effective Date") by and between Burnes Operating Company LLC, a Delaware limited liability company and debtor and debtor in possession ("Assignor") under Case No. 06-10340 (the "Case") in the United States Bankruptcy Court for the District of Delaware (the "Court"), such Assignor being located at 9301 Amberglen Blvd, Austin, TX 78729 ("Assignor"), and Burnes of Boston, LLC, a Delaware limited liability company, located at 9301 Amberglen Blvd., Austin, TX 78729 ("Assignee").

WHEREAS, this Assignment is being executed and delivered in connection with the transactions contemplated by that certain Asset Purchase Agreement dated May 1, 2006, by and among C. R. Gibson, Inc., on the one hand, and Assignor, on the other hand, with C.R. Gibson, Inc.'s interest thereunder having been assigned to Assignee and as such agreement has otherwise heretofore been modified and amended. (collectively, the "APA");

WHEREAS, pursuant to the APA, incorporated herein by reference, Assignee obtained all such worldwide rights, title and interest as Assignor has (the "Interest") in and to those certain marks and United States trademark applications and registrations listed on Exhibit A attached hereto and incorporated herein by this reference, along with any goodwill associated therewith (collectively, the "Marks"); and

WHEREAS, Assignor and Assignee are desirous of memorializing the assignment of the Interest in the Marks pursuant to the APA for purposes of recordation with the United States Patent and Trademark Office or any official of any country or countries foreign to the United States whose duty it is to register trademarks.

NOW, THEREFORE, for \$1.00 and other valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor hereby affirms, ratifies and assigns to Assignee the Interest in the Marks, including, in each case to the extent of the Interest, all (i) registrations and applications therefor, and (ii) renewals and extensions of registrations that are or may be secured by Assignee, its successors, assigns or other legal representatives, including, without limitation, to the extent of the Interest, all claims for damages by reason of past, present and future infringement or other unauthorized use of the Marks, with the right to sue for damages, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby covenants and agrees that it will execute any and all instruments and documents reasonably necessary to aid the Assignee, its successors, legal representatives, and assigns, in the implementation and perfection of this Assignment; provided, however, nothing herein shall be deemed to obligate Assignor to (i) incur any material cost or expense or any liability to any third party, or (ii) execute any instrument or document that would expand or increase Assignor's obligations under the APA.

STLD01-1244474-2

ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 2

Assignee hereby agrees that so long as the Case is pending the Court shall have sole and exclusive jurisdiction and be the sole and exclusive venue for any action or proceeding relating to this Assignment, the Interest and/or the Marks, and Assignee hereby irrevocably and unconditionally consents to such exclusive jurisdiction. Assignee further agrees that, so long as the Case is pending, it will not at any time challenge or contest such exclusive jurisdiction of the Court.

This Assignment shall inure to the benefit of, and be binding upon, the parties hereto and their respective successors and assigns. Nothing in this Assignment shall be deemed to expand, increase, decrease or otherwise modify or affect Assignor's or Assignee's rights and obligations under the APA, including, without limitation, any such rights and obligations relating to the Interest and/or the Marks.

This Assignment may not be modified, amended, or discharged or any term or provision hereof waived, except in writing signed by the party against whom such modification, amendment, discharge or waiver is sought to be enforced.

[Remainder of page intentionally left blank]

ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 3

IN TESTIMONY WHEREOF, the undersigned, duly authorized, has caused this Assignment to be executed.

ASSIGNOR

Burnes Operating Company, LLC,
Chapter 11 Debtor and Debtor in Possession

Date: As of May 26, 2006

By: W. M. McGee

Name: W. M. McGee

Title: President/Chief Executive Officer

ASSIGNEE

Burnes of Boston, LLC

Date: May 26, 2006

By: Allison Jackson

Name: Allison Jackson

Title: Chief Financial Officer





ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 4

Exhibit A

Trademarks/Service Marks

| |
|---|
| ALLEGRO |
| AMERICAN COUNTRY |
| BB BURNES (STYLIZED)  BURNES |
| BB BURNES (STYLIZED)  BURNES |
| BB LOGO  |
| BLACK PEARL |
| BURNES |
| BURNES OF BOSTON |
| CARR |
| CONNOISSEUR |
| COUNTRY COLLECTIBLES |
| CRAFT POSSIBILITIES |
| DAX |
| DECOR ESSENTIALS |
| DECOREL |
| DECOREL & D DESIGN  DECOREL |

STLD01-1244474-2

ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 5




| |
|---|
| EASYSTIK |
| ELITE COLLECTION |
| ESSENTIALS |
| FASTAB |
| FRAMES AS SPECIAL AS THE MEMORIES THEY HOLD |
| HEART & HOME |
| HEIRLOOM USA QUALITY PHOTO FRAMES & DESIGN |
| |
| HERITAGE |
| HOLSON |
| HOLSON BURNES |
| I (STYLIZED) |
| |
| IIC |
| IMAGINE. CREATE. CRAFT. |
| INSTANT DECORATOR |
| INTERCRAFT |
| LEVEL-LINE |
| LEVEL-LINE BEHIND |
| LIFESTYLES |
| MAILABLE MOMENTS |
| MASTERCRAFT |
| NAMEWORKS |
| OLD CRAFTSMAN |

STLD01-1244474-2

ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 6

| |
|---|
| PERENNIALS |
| PORTABLES |
| POSSIBILITIES |
| POSSIBILITIES IMAGINE. CREATE. CRAFT. & DESIGN  |
| RADIANCE |
| RARE WOODS |
| RARE WOODS & DESIGN  |
| REGAL |
| ROMANTIC OCCASIONS |
| SILHOUETTES |
| STARDUST |
| STATE STREET (STYLIZED)  |
| TERRAGRAFICS |
| THE CONTINENTAL MATTED SERIES |
| THE FRAME PEOPLE |
| ULTIMIZER |
| VICTORIAN TREASURE |

S

STLD01-1244474-2

ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 7

and

United States Application Numbers / Registration Numbers

| |
|-----------|
| 0,683,260 |
| 0,916,304 |
| 0,917,181 |
| 1,055,591 |
| 1,057,648 |
| 1,079,906 |
| 1,153,176 |
| 1,182,018 |
| 1,363,411 |
| 1,398,509 |
| 1,448,540 |
| 1,508,179 |
| 1,514,574 |
| 1,518,876 |
| 1,530,885 |
| 1,535,342 |
| 1,541,577 |
| 1,549,092 |
| 1,549,194 |
| 1,555,784 |
| 1,580,105 |
| 1,589,978 |
| 1,612,966 |
| 1,645,234 |
| 1,648,176 |

STLD01-1244474-2

ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 8

| |
|------------|
| 1,648,871 |
| 1,673,488 |
| 1,750,065 |
| 1,762,894 |
| 1,800,750 |
| 1,835,473 |
| 1,896,214 |
| 1,966,852 |
| 1,966,853 |
| 1,967,109 |
| 1,968,927 |
| 2,164,938 |
| 2,247,793 |
| 2,296,802 |
| 2,298,913 |
| 2,300,824 |
| 2,364,616 |
| 2,453,839 |
| 2,560,182 |
| 2,798,591 |
| 2,851,363 |
| 2,988,024 |
| 3,077,436 |
| 76/412,793 |
| 76/412,795 |
| 76/412,796 |
| 76/412,797 |

STLD01-1244474-2

ASSIGNMENT

Burnes Operating Company, LLC and Burnes of Boston, LLC

Page 9

| |
|------------|
| 76/412,798 |
| 76/412,799 |
| 78/185,079 |
| 78/258,292 |
| 78/308,242 |
| 78/479,354 |
| 78/661,461 |
| 78/661,469 |
| 78/661,481 |
| 78/706,636 |
| 78/706,637 |
| 78/706,639 |
| 78/753,836 |

STLD01-1244474-2