

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Whalen Furniture Manufacturing, Inc.		08/19/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Union Bank, N.A., as Agent
Street Address:	445 South Figueroa St., 15th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	3412729	ORGANIZE YOUR LIFE
Registration Number:	3388966	FURNISH YOUR LIFE
Registration Number:	3038081	BAYSIDE FURNITURE
Registration Number:	3038080	WHEN VALUE AND STYLE MATTER
Registration Number:	3050392	VAS
Registration Number:	3081018	WHALEN STORAGE
Registration Number:	3030840	W WHALEN
Registration Number:	3468830	BAYSIDE FURNISHINGS
Registration Number:	3119059	ENCORE HOME ENTERTAINMENT
Registration Number:	3389011	AVIO
Registration Number:	3490592	SAVANTE
Registration Number:	3523851	CABLE PRO
Registration Number:	3523852	C

CH \$790.00 3412729

Registration Number:	3805653	ESBE
Registration Number:	3390300	LEVELUP
Registration Number:	3959297	QUICK AXIS
Serial Number:	85055085	TESSAIRE
Serial Number:	85087250	INTERTILT
Serial Number:	85087253	FLEXFRAME
Serial Number:	77912222	SLEEP BETTER TONIGHT
Serial Number:	77912260	ECOHEALTH
Serial Number:	85133600	LEVELUP
Serial Number:	85345572	W WHALEN
Serial Number:	85345558	WHALEN
Serial Number:	85345532	W WHALEN
Serial Number:	85345504	WHALEN STORAGE
Serial Number:	85342896	O'NIN
Serial Number:	85373954	SENSOR / SOUND SHELF
Serial Number:	85373967	2-IN-1
Serial Number:	85373877	GT
Serial Number:	85373779	GT

CORRESPONDENCE DATA

Fax Number: (949)720-0182
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (949) 224-6291
Email: trademark@buchalter.com
Correspondent Name: Farah P. Bhatti, Esq.
Address Line 1: 18400 Von Karman Avenue, Suite 800
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	U2310-0222
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
Signature:	/Farah P. Bhatti/
Date:	08/29/2011

Total Attachments: 4
source=Whalen TM#page1.tif
source=Whalen TM#page2.tif
source=Whalen TM#page3.tif
source=Whalen TM#page4.tif

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

WHALEN FURNITURE MANUFACTURING, INC., a California corporation, whose address is 1578 Air Wing Rd., San Diego, CA 92154 ("Debtor") hereby acknowledges that it has granted to UNION BANK, N.A., as Agent, whose address is 445 South Figueroa Street, 15th Floor, Los Angeles, California 90071 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), to which such Trademarks, Patents and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Amended and Restated Loan and Security Agreement dated as of October 14, 2008 (as may have been amended or modified from time to time, the "Agreement"), among the Debtor and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

9th IN WITNESS WHEREOF, the undersigned has duly executed this document as of the day of August, 2011.

**WHALEN FURNITURE MANUFACTURING,
INC.**
a California corporation

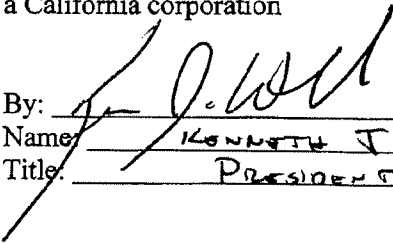
By: 
Name: KENNETH J. WHALEN
Title: PRESIDENT

EXHIBIT A
TRADEMARKS

No.	Trademark	Reg. No. No.	Serial No.	Reg. Date	File Date
1.	ORGANIZE YOUR LIFE	3412729	78548167	04/15/2008	01/14/2005
2.	FURNISH YOUR LIFE	3388966	78870525	02/26/2008	04/26/2006
3.	BAYSIDE FURNITURE	3038081	78549543	01/03/2006	01/18/2005
4.	WHEN VALUE AND STYLE MATTER	3038080	78549476	01/03/2006	01/18/2005
5.	VAS	3050392	78549424	01/24/2006	01/18/2005
6.	WHALEN STORAGE	3081018	78548177	04/11/2006	01/14/2005
7.	W WHALEN	3030840	78384290	12/13/2005	03/15/2004
8.	BAYSIDE FURNISHIN GS	3468830	77123686	07/15/2008	03/06/2007
9.	ENCORE HOME ENTERTAIN MENT	3119059	78279690	07/25/2006	07/08/2003
10.	AVIO	3389011	78930808	02/26/2008	7/17/2006
11.	SAVANTE	3490592	78935319	08/19/2008	07/21/2006
12.	CABLE PRO	3523851	77426029	10/28/2008	03/19/2008
13.	CABLE PRO DESIGN	3523852	77426097	10/28/2008	03/19/2008
14.	ESBE	3805653	77738030	06/22/2010	05/15/2009
15.	LEVELUP	3390300	78970625	02/26/2008	09/08/2006
16.	TESSAIRE		85055085		06/04/2010
17.	INTERTILT		85087250		07/18/2010

Exhibit A

No.	Trademark	Reg. No. No.	Serial No.	Reg. Date	File Date
18.	FLEXFRAME		85087253		07/18/2010
19.	SLEEP BETTER TONIGHT		77912222		01/14/2010
20.	QUICK AXIS	3959297	77955150	05/10/2011	03/10/2010
21.	ECOHEALT H		77912260		01/14/2010
22.	LEVELUP		85133600		09/20/2010
23.	W WHALEN		85345572		06/14/2011
24.	WHALEN		85345558		06/14/2011
25.	W WHALEN		85345532		06/14/2011
26.	WHALEN STORAGE		85345504		06/14/2011
27.	O'NIN		85342896		06/10/2011
28.	SENSOR/ SOUND SHELF		85373954		07/18/2011
29.	2-IN-1		85373967		07/18/2011
30.	GT		85373877		07/18/2011
31.	GT and Logo		85373779		07/18/2011

Exhibit A

BN 9627069v3

RECORDED: 08/29/2011

TRADEMARK
REEL: 004613 FRAME: 0612