

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CorePointe Capital Finance LLC		12/04/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Cerberus Business Finance, LLC
Street Address:	875 Third Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	1771415	ALL NIGHT MEDIA
Registration Number:	1449142	APPLE BARREL COLORS
Registration Number:	3200220	ARTISTRYWEAR
Registration Number:	0119831	BUCILLA
Registration Number:	0119830	BUCILLA
Registration Number:	0120477	BUCILLA
Registration Number:	3371250	COLOR ALL
Registration Number:	2701243	CREATIVE GEAR
Registration Number:	1919648	DECORATOR BLOCKS
Registration Number:	2983711	DISCOVER YOUR CREATIVITY
Registration Number:	1899508	FASHION
Registration Number:	2041274	FASTER PLASTER
Registration Number:	1410034	FOLKART
Registration Number:	1571863	FOLKART

TRADEMARK

Registration Number:	3447343	FOLKART HD
Registration Number:	3587603	FRESH
Registration Number:	1726871	GALLERY GLASS
Registration Number:	3367509	HIPSTITCH
Registration Number:	3030772	IN HOME ART
Registration Number:	3104465	KEEPSAKE GALLERY
Registration Number:	3104466	KG
Registration Number:	3490956	LINKED
Registration Number:	0825498	LIQUID LEAF
Registration Number:	0838603	MOD-PODGE
Registration Number:	3075089	PAPER STITCHES
Registration Number:	1673942	PETAL PORCELAIN
Registration Number:	1734220	PICTURE THIS
Registration Number:	1704429	PLAID
Registration Number:	3627415	REMARKABLES!
Registration Number:	2309337	REDI-LEAD
Registration Number:	1263067	RIBBAND
Registration Number:	1881751	ROYAL COAT
Registration Number:	2278443	SAY IT WITH STAMPS
Registration Number:	1454188	SIMPLY
Registration Number:	3785105	SIMPLY SCREEN
Registration Number:	1743119	STAMP-A-STORY
Registration Number:	1396297	STIFFY
Registration Number:	3294510	TOP.OG.RAPHY
Registration Number:	1369706	TREASURE GOLD
Registration Number:	1306663	VOGART
Serial Number:	76706417	POCKET CHANGE

CORRESPONDENCE DATA

Fax Number: 2125935955

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

TRADEMARK
REEL: 004915 FRAME: 0365

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 015061-0010

NAME OF SUBMITTER: Scott Kareff (015061/0010)

Signature: /kc for sk/

Date: 12/07/2012

Total Attachments: 5

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL ("Assignment"), dated as of December 4, 2012, by CorePointe Capital Finance LLC (the "Assignor"), for the benefit of Cerberus Business Finance, LLC (the "Assignee").

RECITALS:

WHEREAS, pursuant to that certain Financing Agreement dated as of July 11, 2011 (as amended, restated supplemented or otherwise modified from time to time, including all exhibits and schedules thereto, the "Financing Agreement") among Plaid Enterprises, Inc. (the "Grantor"), certain of its affiliates, the lenders from time to time party thereto (the "Lenders"), and Assignor, the Lenders agreed to make term loans to the Grantor and its affiliates from time to time pursuant to the terms and conditions of the Financing Agreement;

WHEREAS, pursuant to the Financing Agreement, the Grantor was required to execute and deliver to Assignor, for the benefit of the Lenders, that certain Grant Of A Security Interest - Trademarks, dated as of July 12, 2011 (the "Trademark Security Agreement"), in favor of Assignor, which was recorded at the United States Patent and Trademark Office on July 14, 2011 at Reel/Frame No. 004582/0749; and

WHEREAS, pursuant to the Trademark Security Agreement and the Security Agreement (as defined in the Trademark Security Agreement), Grantor created a continuing security interest in favor of Assignor, for the benefit of the Secured Parties (as defined in the Security Agreement), in all of Grantor's right, title and interest in, to and under the Collateral (as defined in the Trademark Security Agreement), including without limitation the trademarks and the registrations and applications therefor set forth on Schedule I hereto (such security interest, the "Assigned Interest").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, without recourse, representation or warranty, does hereby convey, sell, assign, transfer and set over unto Assignee all of its right, title and interest in and to the Assigned Interest.

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IN WITNESS WHEREOF, Assignor has executed this Assignment through a duly authorized officer.

COREPOINTE CAPITAL FINANCE LLC

By: 


Name: Timothy D. Fording

Title: Managing Director

Acknowledged and Agreed:

CERBERUS BUSINESS FINANCE, LLC

By:


Name: Philip Lindenbaum
Title: Senior Vice President

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK
COLLATERAL

SCHEDULE I

TRADEMARKS

Plaid Enterprises, Inc

<u>Mark</u>	<u>Registration Number</u>	<u>Date</u>	<u>Description And Country of Regis.</u>
All Night Media	1,771,415 U.S.	5/18/93	Rubber Stamp
Apple Barrel Colors (Design)	1,449,142 U.S.	7/28/87	Paint
Artistrywear	3,200,220 U.S.	1/23/07	Jewelry
Bucilla and Design	119,831 U.S.	12/11/17	Stitchery
Bucilla and Design	119,830 U.S.	12/11/17	Stitchery
Budilla	120,477 U.S.	2/12/18	Stitchery
Colorali	3,371,250 U.S.	1/22/08	Paint
Creative Gear	2,701,243 U.S.	3/25/03	Tote Bags
Decorator Blocks (Stylized)	1,919,648 U.S.	8/2/94	Foam Stamps
Discover Your Creativity	2,983,711 U.S.	8/9/05	Direct Sales
Fashion	1,899,508 U.S.	6/13/95	Paint
Faster Plaster	2,041,274 U.S.	2/25/97	Grout Powder
FolkArt	1,410,034 U.S.	9/23/86	Paint
FolkArt	1,571,863 U.S.	12/19/89	Brushes/Books
FolkArt HD	3,447,343 U.S.	6/17/08	Paint
Fresh	3,587,603 U.S.	3/10/09	Jewelry
Gallery Glass	1,726,871 U.S.	10/27/92	Paint/Patterns
Hipstitch	3,367,509 U.S.	1/15/08	Stitchery
In Home Art	3,030,772 U.S.	12/13/05	Direct Sales
Keepsake Gallery	3,104,465 U.S.	6/13/06	Albums
KG (Design)	3,104,466 U.S.	6/13/06	Albums
Linked	3,490,956 U.S.	8/26/08	Jewelry
Liquid Leaf	825,498 U.S.	3/7/67	Paint/Coatings
Mod Podge	838,603 U.S.	11/14/67	Glue/Coatings
Paper Stitches	3,075,089 U.S.	4/4/06	Stitchery
Petal Porcelain	1,673,942 U.S.	2/4/92	Glue/Coatings
Picture This	1,734,220 U.S.	11/24/92	Glue/Books
Plaid	1,704,429 U.S.	8/4/92	Paint/Books
Remarkables	3,627,415 U.S.	5/26/09	Ceramic Plate
Redi-Lead	2,309,337 U.S.	1/18/2000	Paint Strips
R.ibbon	1,263,067 U.S.	1/3/84	Stitchery
Royal Coat	1,881,751 U.S.	3/7/95	Glue/Coatings
Say It With Stamps!	2,278,443 U.S.	9/14/99	Rubber Stamp
Simply (Stylized)	1,454,188 U.S.	8/25/87	Stencils
Simply Screen	3,785,105 U.S.	5/4/10	Colorants
Stamp.A-Story	1,743,119 U.S.	12/29/92	Stamp Sets
Stiffs'	1,396,297 U.S.	6/10/86	Glue/Coatings
Topography	3,294,510 U.S.	9/18/07	Iron-Ons
Treasure Gold	1,369,706 U.S.	11/12/85	Paint/Coatings

<u>Mark</u>	<u>Registration Number</u>	<u>Date</u>	<u>Description And Country of Regis.</u>
Vogart	1,306,663 U.S.	11/27/84	Stitchery

TRADEMARKS APPLICATIONS
Plaid Enterprises, Inc

<u>Mark</u>	<u>Application No. and Country</u>	<u>Date</u>	<u>Description</u>
Pocket Change	76/706,417 U.S.	2/15/11	Fabric Decor