

09-24-1998

U.S. Department of Commerce
Patent and Trademark Office

MRD 9-22-98

RECC



RECEIVED

100837744

To the Honorable Commissioner of Patents and Trade... record the attached original document and copy thereof.

1. Name of conveying party(ies):

IBJ SCHRODER BUSINESS CREDIT CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation (State - New York)
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: Fulcrum West, L.L.C.

Address: 4321 Fulcrum Way NE
Rio Rancho, New Mexico 87124

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation (State -) _____
 Other Delaware limited liability company

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

Execution Date: September 16, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,950,207	1,742,020
1,641,786	1,806,551

Additional numbers attached? Yes No

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

Hayley M. Smith
Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ 115.00
 Enclosed
 Any fees authorized to be charged to Deposit Account No. 111098.

8. Deposit Account No. 111098

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lisa A. Samenfeld [Signature] 9/21/98
 Name of Person Signing Signature Date

09/24/1998 SSMITH 00000018 1950207

01 FC:481 40.00 OF
02 FC:482 75.00 OF

Total number of pages including cover sheet, attachments, and document: 5

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENT
WASHINGTON D.C. 20231

TRADEMARK
REEL: 1790 FRAME: 0558

RELEASE OF SECURITY INTEREST

THIS RELEASE OF SECURITY INTEREST, ("Release"), dated as of the 16th day of September, 1998, is made by IBJ Schroder Business Credit Corporation, a New York corporation, ("IBJ").

WITNESSETH:

WHEREAS, Fulcrum West L.L.C., a Delaware limited liability company (the "Company") is a guarantor of the obligations of Fulcrum Direct, Inc. ("Fulcrum Direct") to IBJ pursuant to a certain Credit Agreement dated January 9, 1998;

WHEREAS, pursuant to that certain Credit Agreement, the parties entered into a Security Agreement and Mortgage - Trademarks and Patents of the same date (the "Security Agreement") in which the Company assigned to IBJ and granted to IBJ a security interest in, and mortgage on, the Company's "Trademarks" (as defined in the Security Agreement), including those United States trademark registrations identified and set forth on Attachment I hereto, to secure all "Secured Obligations" (as defined in the Security Agreement) of the Company;

WHEREAS, the Company also executed an Assignment for Security (Trademarks) on January 9, 1998 evidencing the foregoing assignment and grant of security interest to IBJ, which Assignment for Security (Trademarks) was recorded in the United States Patent and Trademark Office at Reel 1685, Frame 0543-0546;

WHEREAS, as a result of Fulcrum Direct's partial satisfaction of the Secured Obligations, IBJ desires to release its security interest in and mortgage on, and reassign to the Company the Trademarks, including without limitation those trademarks and United States trademark registrations listed on Attachment I hereto, and the goodwill of the Company's business connected with the use of and symbolized by such trademarks and trademark registrations and all renewals thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, IBJ hereby releases its security interest in and mortgage on, and reassigns, transfers and conveys to the Assignee, any and all right, title and interest which IBJ has in or to the Trademarks, including without limitation, those trademarks and United States trademark registrations listed on Attachment I hereto. IBJ agrees that it will execute all such further documents as may be requested by the Company to carry out the transactions contemplated hereunder.

* * * * *

IN WITNESS WHEREOF, IBJ has caused this Release to be duly executed by its duly authorized officer as of the day and year first above written.

IBJ SCHRODER BUSINESS CREDIT CORPORATION

By: Frederik W Aase

Name: FREDERIK W. AASE

Title: VP

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 16TH day of SEPTEMBER, 1998, before me personally appeared Frederik W. Aase known to me to be the individual who executed the foregoing instrument and who acknowledged to me that he/she executed the same as the duly authorized officer of IBJ Schroder Business Credit Corporation.

Joyce M. Stark
Notary Public

JOYCE M. STARK
Notary Public, State of New York
No. 30-4819108
Qualified in Orange County
Certificate Filed in New York County
Commission Expires May 31, 2000

ATTACHMENT I

TO RELEASE OF SECURITY INTEREST AGREEMENT

U.S. TRADEMARKS

MARK	REGISTRATION NUMBER	REGISTRATION DATE
STORYBOOK HEIRLOOMS	1,950,207	January 23, 1996
STORYBOOK HEIRLOOMS	1,641,786	April 16, 1991
STORYBOOK HEIRLOOMS	1,742,020	December 22, 1992
JUST FOR KIDS	1,806,551	November 23, 1993

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