

09-24-1998

U.S. Department of Commerce
Patent and Trademark Office

MPD 9-22-98



SHEET

RECEIVED

To the Honorable Commissioner of Patent

100878666

original documents or copy thereof.

1770 SEP 22 PM 1:07

OPR/FINANCE

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 Direct, Inc.

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation (State - Delaware)
- Other

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)

75/182,359
75/182,520

B. Trademark Registration No.(s)

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: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00
 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
Name of Person Signing

[Signature]
Signature

9/21/98
Date

09/24/1998 SSMITH 00000019 75182359

01 FC:481
02 FC:482

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK
REEL: 1793 FRAME: 0178

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 Direct, Inc., a Delaware corporation (the "Company") and IBJ, are parties 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 applications, identified and set forth on Attachment I hereto and those foreign trademark applications, identified and set forth on Attachment II 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, Frames 0552-0555;

WHEREAS, as a result of the Company's partial satisfaction of the Secured Obligation, IBJ desires to release its security interest in and mortgage on, and reassign to the Company, the Trademarks, including without limitation those trademarks and trademark applications listed on Attachment I and Attachment II hereto, and the goodwill of the Company's business connected with the use of and symbolized by such trademarks and trademark applications and all registrations and 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 Company, any and all right, title and interest which IBJ has in or to the Trademarks, including without limitation, those trademarks and trademark applications listed on Attachment I and Attachment II hereto. IBJ agrees that it will execute all such further documents as may be requested by the Assignee 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, 2002

ATTACHMENT I

TO RELEASE OF SECURITY INTEREST AGREEMENT

U.S. TRADEMARKS

MARK	SERIAL NO.	FILING DATE
PLAYCLOTHES	75/182,359	October 16, 1996
PLAYCLOTHES	75/182,520	October 16, 1996

ATTACHMENT II
TO RELEASE OF SECURITY INTEREST AGREEMENT

CANADIAN TRADEMARKS

MARK	APPLICATION NUMBER	FILING DATE
PLAYCLOTHES	084686400	June 3, 1997
PLAYCLOTHES	083020100	November 28, 1996

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RECORDED: 09/22/1998

TRADEMARK
REEL: 1793 FRAME: 0182