

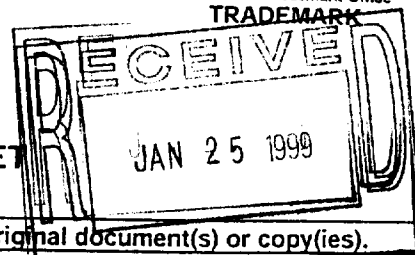
01-26-1999



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U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK



125-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☐ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger
- ☐ Change of Name
- ☒ Other Release from Security Interest
- Effective Date
Month Day Year
4 /23/1998

Conveying Party

☐ Mark if additional names of conveying parties attached

Name CoreStates Bank, N.A.

Execution Date
Month Day Year
4/23/1998

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☒ Association
- ☐ Other
- ☐ Citizenship/State of Incorporation/Organization

Receiving Party

☒ Mark if additional names of receiving parties attached

Name Mothers Work, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 456 North Fifth Street

Address (line 2)

Address (line 3) Philadelphia

Pennsylvania

19123

City State/Country

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/25/1999 DNGUYEN 00000166 022535 1427963

FOR OFFICE USE ONLY

01 FC:461
02 FC:462

40.00 CH
575.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 1843 FRAME: 0771

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name CoreStates Bank N.A.

4/23/98

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☒ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☒ Mark if additional names of receiving parties attached

Name Mothers Work, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 456 North Fifth Street

Address (line 2)

Address (line 3) Philadelphia

Pennsylvania

19123

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,791,217	1,896,673	1,898,334
1,900,180	1,935,763	1,941,700
1,959,252	1,974,394	1,636,978
1,695,375	1,692,329	1,712,391
1,716,739		

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

☒ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed ☐

Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

☒

No

☐

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. Charges to deposit account are authorized, as indicated herein.

Timothy D. Pecsénye

Name of Person Signing



Signature

5-11-98

Date Signed

Additional Receiving Parties

Mothers Work (R.E.), Inc.
456 North Fifth Street
Philadelphia, Pennsylvania 19123
(a Delaware Corporation)

Cave Springs, Inc.
456 North Fifth Street
Philadelphia, Pennsylvania 19123
(a Delaware Corporation)

The Page Boy Company, Inc.
456 North Fifth Street
Philadelphia, Pennsylvania 19123
(a Delaware Corporation)

Motherhood Maternity Shops, Inc.
456 North Fifth Street
Philadelphia, Pennsylvania 19123
(a Delaware Corporation)

RELEASE FROM SECURITY INTEREST OF TRADEMARKS

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CoreStates Bank, N.A. (successor by merger to Meridian Bank), whose address is Widener Building, 1345 Chestnut Street, Eighth Floor, Philadelphia, PA ("Secured Party"), does hereby terminate and release its interest in and to the trademarks which are specifically designated on the attached Schedule 1, originally granted, transferred, assigned and conveyed as a security interest by execution and delivery of certain Agreements entered into between Secured Party and one or more of the following parties: Mothers Work (R.E.), Inc., Cave Springs, Inc., Mothers Work, Inc., The Page boy Company, Inc. and Motherhood Maternity Shops, Inc. (collectively, "Debtors"), each with an address at 456 North Fifth Street, Philadelphia, Pennsylvania 19123, which was recorded with the United States Patent and Trademark Office. Secured party does hereby release any further interest it may have, if any, in the trademarks of Debtors, including any registrations therefore as set forth on Schedule 1 and attached hereto.

SECURED PARTY:

CORESTATES BANK, N.A. (successor by merger to MERIDIAN BANK)

By: Randal D. Southern
Name: Randal D. Southern
Title: Vice President

STATE OF _____ :
COUNTY OF _____ : SS

Randal Southern, of CoreStates Bank, N.A. (successor by merger to Meridian Bank), personally appeared before me, and being first duly sworn declared that he/she signed the Release From Security Interest of Trademarks in the capacity designated, and further states that he/she has read the above document, and the statements therein contained are true.

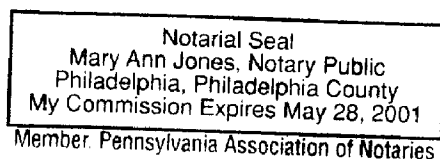
SUBSCRIBED AND SWORN TO before me this 23 day of April, 1998.

Mary Ann Jones
Notary Public in and for the State of PA

My Commission Expires:

5/28/2001

MARY ANN JONES
(Printed Name)



SCHEDULE 1 TO RELEASE FROM SECURITY INTEREST OF TRADEMARKS

<u>TRADEMARKS</u>	<u>APPLICATION/ REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>REGISTRATION DATE</u>
A Pea In the Pod	1,427,963	USA	2/3/87
A Pea In the Pod	1,432,037	USA	3/10/87
Maternity Redefined	1,583,746	USA	2/20/90
Maternity Redefined	1,585,139	USA	2/27/90
Maternity Body Therapy Redefined	1,692,329	USA	6/9/92
Page Boy	1,712,391	USA	9/1/92
Page Boy Maternity and Design	1,716,739	USA	9/15/92
Motherhood	1,055,611	USA	1/4/77
Mothers Work	1,329,678	USA	4/9/85
Justa-Snap	1,430,336	USA	2/24/87
Lauren Taylor	1,552,044	USA	8/15/89
Mimi Maternity	1,697,117	USA	6/23/92
Essentiel	1,791,217	USA	9/7/93
Mothers Work	1,896,673	USA	5/30/95
Motherhood Maternity	1,898,334	USA	6/6/95
Motherhood Maternity Outlet	1,900,180	USA	6/13/95
What's Showing Is Your Style	1,935,763	USA	11/14/95
Maternité	1,941,700	USA	12/12/95
Maternity Works	1,959,252	USA	2/27/96
Real Time Retailing	1,974,394	USA	5/14/96
Quintessentials	75/174,549	USA	9/27/96
More For Le\$\$ Everyday!	75/386,856	USA	11/7/97

SCHEDULE 1 TO RELEASE FROM SECURITY INTEREST OF TRADEMARKS

<u>TRADEMARKS</u>	<u>APPLICATION/ REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>REGISTRATION DATE</u>
Steen	1,636,978	USA	3/5/91
Daniel & Rebecca	1,695,375	USA	6/16/92
Mothers Work	819882607	Brazil	4/10/97
Mimi Maternity	819882615	Brazil	4/10/97
Mimi Maternité	819882623	Brazil	4/10/97
Motherhood	819882631	Brazil	4/10/97
A Pea In The Pod	819882640	Brazil	4/10/97
A Pea In The Pod	93474443	France	6/30/93
Maternity Redefined	93474442	France	6/30/93
A Pea In The Pod	TO93CO1320	Italy	7/13/93
Maternity Redefined	TO93CO1319	Italy	7/13/93

BLANK ROME COMISKY & MCCAULEY LLP

Counselors at Law

Pennsylvania
New Jersey
Delaware
Maryland
Washington, DC
Florida

Direct Dial Phone: (215) 569-5619

Direct Dial Fax: (215) 569-5628

Email Address: pecsenye@blankrome.com

May 11, 1998

Assistant Commissioner for Trademarks
Box Assignments/Fee
Washington, D.C. 20231

Attn: Release from Security Interest of Trademarks

Dear Sir:

Enclosed for recordation is a "Release from Security Interest of Trademarks" showing the release of the following trademarks from CoreStates Bank, N.A. ("ASSIGNOR") to one or more of the following parties: Mothers Work (R.E.), Inc., Cave Springs, Inc., Mothers Work, Inc., The Page Boy Company, Inc., and Motherhood Maternity Shops, Inc. ("ASSIGNEES"):

U.S. TRADEMARK APPLICATIONS

Trademark	App. No.	Filing Date	Country
QUINTESENTIALS	75/174,549	09/27/1996	United States
MORE FOR LE\$\$ EVERYDAY!	75/386,856	11/07/1997	United States

U.S. TRADEMARK REGISTRATIONS

Trademark	Reg. No.	Reg. Date	Country
A PEA IN THE POD	1,427,963	02/03/1987	United States
A PEA IN THE POD	1,432,037	03/10/1987	United States
MATERNITY REDEFINED	1,583,746	02/20/1990	United States
MATERNITY REDEFINED	1,585,139	02/27/1990	United States

Assistant Commissioner for Trademarks

May 11, 1998

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U.S. TRADEMARK REGISTRATIONS

PAGE BOY	1,712,391	09/01/1992	United States
MATERNITY BODY THERAPY REDEFINED	1,692,329	06/09/1992	United States
PAGE BOY MATERNITY and Design	1,716,739	09/15/1992	United States
MOTHERHOOD	1,055,611	01/04/1977	United States
MOTHERS WORK	1,329,678	04/09/1985	United States
JUSTA-SNAP	1,430,336	02/24/1987	United States
LAUREN TAYLOR	1,552,044	08/15/1989	United States
MIMI MATERNITY	1,697,117	06/23/1992	United States
ESSENTIEL	1,791,217	09/07/1993	United States
MOTHERS WORK	1,896,673	05/30/1995	United States
MOTHERHOOD MATERNITY	1,898,334	06/06/1995	
MOTHERHOOD MATERNITY OUTLET	1,900,180	06/13/1995	United States
WHAT'S SHOWING IS YOUR STYLE	1,935,763	11/14/1995	United States
MATERNITE	1,941,700	12/12/1995	United States
MATERNITY WORKS	1,959,252	02/27/1996	United States
REAL TIME RETAILING	1,974,394	05/14/1996	United States
STEENA	1,636,978	03/05/1991	United States
DANIEL & REBECCA	1,695,375	06/16/1992	United States

Please charge the \$500.00 recordation and filing fees to our Deposit Account Number 02-2555. If there are any additional fees due in connection with the filing of this Trademark Security Agreement, please charge them to our Deposit Account as well.

Assistant Commissioner for Trademarks

May 11, 1998

Page 3

Should any questions arise concerning the recordation of this document, kindly contact me at (215)569-5619. Please send all correspondence and the original document stamped with reel and frame numbers at the following address:

TIMOTHY D. PECSENYE, ESQUIRE
BLANK ROME COMISKY & McCAULEY LLP
One Logan Square
Philadelphia, PA 19103

Sincerely yours,


TIMOTHY D. PECSENYE

TDP:bjg

Enclosures: Release from Security Interest of Trademarks
Recordation Form Coversheet

cc: Mary Chaffier, Esquire
Paul J. Kennedy, Esquire

I:\Clients\Misc\Trademark Security Agreement Covlet Corestates-Cavespring.wpd 016369-01047