FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

08-23-1999

RE EET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101123790

To the Honorable Commissioner of Paten ... attached original documents or copy thereof.

1. Name of conveying party(ies):

Fleet Capital Corporation

- [ ] Individual(s)
- [ ] General Partnership
- [ ] Association
- [ ] Limited Liability
- [x] Corporation (Rhode Island)
- [ ] Other

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

2. Name and address of receiving party(ies):

Name: Morgan Products, Ltd.
Internal Address: 469 McLaws Circle
City: Williamsburg State: Virgina ZIP: 23185

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: 8-18-99

- [ ] Assignment
- [ ] Security Agreement
- [ ] Merger
- [ ] Change of Name
- [x] Other Release of Security Interest in Trademarks

Execution Date: August 4, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,358,046 1,504,856 1,511,794

Additional numbers attached? [ ] Yes [x] No

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

Name: VEDDER,PRICE, KAUFMAN & KAMMHOLZ
Attention: Tammy S. Settle
Internal Address:

Street Address: 222 North LaSalle Street
Suite 2600
City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 3

7. Total Fee (37 CFR 3.41) ..... $ 90.00

- [x] Enclosed
- [x] Authorized to be charged to deposit account (Any Deficiencies)

8. Deposit account number: 22-0259

(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.

Tammy S. Settle — Name of Person Signing
Tammy S. Settle — Signature
August 17, 1999 — Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

90E

08/20/1999 MTHAI1 00000319 1358046

01 FC:481 40.00 OP
02 FC:482 50.00 OP

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks is made as of August 4, 1999 by Fleet Capital Corporation, a Rhode Island corporation now having an office at 20800 Swenson Drive, Suite 350, Waukesha, Wisconsin 53187 ("FCC") which is the successor-in-interest to Barclays Business Credit, Inc. as agent for the Lenders ("FCC," in such capacity being "Agent").

WHEREAS, Morgan Products Ltd., a Delaware corporation with its principal place of business at 469 McLaws Circle, Williamsburg, Virginia 23185 (the "Borrower") owns the trademarks listed on Exhibit A attached hereto ("Listed Trademarks"), which trademarks are registered in the United States Patent and Trademark Office (the "Office"); and

WHEREAS, the Borrower has granted to FCC a security interest in (i) all of its trademarks and trademark applications, including but not limited to the Listed Trademarks, and the registrations thereof, and (ii) associated business goodwill therein, all as described in that certain Trademark Agreement dated as of February 3, 1998, executed by the Borrower and previously filed for the record in the Office on March 2, 1998 at Trademark Reel No.1692, Frame No. 0088 ("Trademark Agreement") and amended on February 19, 1999 and previously filed for the record in the Office on July 20, 1999 at Trademark Reel No.1893, Frame No. 0119 ("Trademark Amendment"); and

WHEREAS, FCC has at the Borrower's request agreed to release its security interest in all of the Borrower's trademarks, including Listed Trademarks, and the registrations thereof and the associated business goodwill therein;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, FCC hereby releases its security interest in all of the Borrower's trademarks and trademark applications, including the Listed Trademarks, and the registrations thereof and the associated business goodwill therein and to any other rights it might have arising out of the Trademark Agreement.

FCC hereby undertakes and agrees to do such things and to execute such further lawful documents, assurances, applications and other instruments as may be required to give effective legal, registered and unencumbered title to the Borrower in and to the trademarks and trademark applications, including but not limited to the Listed Trademarks and the registrations thereof all without further considerations.

FLEET CAPITAL CORPORATION

By: _____

Name: Sandra J. Evans

Title: Senior Vice President

VPCHI01/#305977.2 8/4/99

STATE OF WISCONSIN)
) SS.
COUNTY OF WAUKESHA)

I, Kelly Ehrhart, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that Sandra J. Evans as Sr. Vice President of Fleet Capital Corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that she signed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 12th day of August, 1999.

Kelly Ehrhart
Notary Public

My commission expires 3/31/2002

NOTARY PUBLIC
KELLY EHRHART
STATE OF WISCONSIN

VPCHI01/#305977.2 8/4/99

SCHEDULE A
to Trademark and License Security Agreement

REGISTERED U.S. TRADEMARKS

MORGAN, U.S. Registration No. 1,358,046, dated September 3, 1985. (Declaration of use filed and approved December 20, 1991.)

MORGAN and design, U.S. Registration No.1,504,856, dated September 20, 1988. (Declaration of use filed and approved November 10, 1993 and March 31, 1994.)

MOR-TRIM, U.S. Registration No. 1,511,794, dated November 8, 1988. (Declaration of use filed and approved July 7, 1994).

REGISTERED STATE TRADEMARKS

Morgan Magic, Serial No. 00584316 (Wisconsin), dated November 28, 1984.

TRADEMARK APPLICATIONS

None.

UNREGISTERED TRADEMARKS/TRADENAMES

All rights to the name "Adam Wholesalers, Inc." and all logos, tradestyles and variants thereof and all existing and pending registrations or applications in connection with the foregoing.

VPCHI01/#305977.2 8/4/99

VEDDER PRICE

VEDDER, PRICE, KAUFMAN & KAMMHOLZ
222 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60601-1003
312-609-7500
FACSIMILE: 312-609-5005

TAMMY S. SETTLE
LEGAL ASSISTANT
312-609-7838

A PARTNERSHIP INCLUDING VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C.
WITH OFFICES IN CHICAGO AND NEW YORK CITY

August 17, 1999

VIA FEDERAL EXPRESS

Assistant Commissioner of Patents & Trademarks
Office of Public Records
1213 Jefferson Davis Highway
Third Floor
Arlington, Virginia 22202
Attn: Customer Service Counter

Re: Release of Security Interest In Trademarks
Our Reference No. 02795.00.0018

Dear Sir:

Attached please find the Release of Security Interest in Trademarks between Fleet Capital Corporation and Morgan Products, Ltd. for recordation in the Assignment Branch of the United States Patent and Trademark Office along with a check in the amount of $90.00 for the required filing fee.

Any additional fees should be charged to our Deposit Account No. 22-0259.

Please direct all correspondence regarding this matter to:

Tammy S. Settle
Vedder, Price, Kaufman & Kammholz
222 North LaSalle Street
Chicago, Illinois 60601
(312) 609-7838

Respectfully submitted,

Tammy S. Settle

Tammy S. Settle
Legal Assistant

Enclosures
cc: Jenny Sepulveda

VEDDER PRICE

VEDDER, PRICE, KAUFMAN & KAMMHOLZ
222 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60601-1003
312-609-7500
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Legal Assistant

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cc: Jenny Sepulveda