

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Fleet National Bank f/k/a NatWest Bank N.A. [] Individual(s) [] General Partnership [] Corporation-State [] Other [x] Association [] Limited Partnership Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Peebles Inc. Internal Address: Street Address: One Peebles Street City: Southhill State: VA Zip: 23970 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State VA [] 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: [] Assignment [] Merger [x] Security Agreement [] Change of Name [] Other Execution Date: 10/30/03

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) Additional number(s) attached [x] Yes [] No

6. Total number of applications and registrations involved: 7

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Christopher E. Kondracki Internal Address: Street Address: 2001 Jefferson Davis, Hwy. Suite 505 City: Arlington State: VA Zip: 22202

7. Total fee (37 CFR 3.41) \$ 190.00 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 19-3545

DO NOT USE THIS SPACE

9. Signature. Christopher E. Kondracki Name of Person Signing [Signature] Signature 11/20/03 Date Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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Continuation of 4B
Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>
1. CAPE CLASSIC	1,724,693
2. CAPE CLASSIC	1,775,908
3. CAPE CLASSIC LTD.	1,684,402
4. HARMONY GROVE	1,842,267
5. MEHERRIN RIVER OUTFITTERS	1,693,131
6. PEBBLES	1,492,322
7. PRIVATE EXPRESSIONS	1,769,352

SECURITY INTEREST TERMINATION

WHEREAS, Peebles Inc. (the "Debtor"), granted a security interest to NatWest Bank N.A. (now known as Fleet National Bank) ("Secured Party") in certain of the Debtor's trademarks listed on Exhibit A attached hereto and made a part hereof (the "Trademarks") pursuant to a certain Security Agreement dated as of June 9, 1995 (the "Agreement"), which was filed at the United States Patent and Trademark Office on June 17, 1995 and recorded beginning at Reel 1380 and Frame 945; and

WHEREAS, the obligations of the Debtor to Secured Party have been terminated, including the security interests of the Debtor to Secured Party under the foregoing Security Agreement.

NOW, THEREFORE, Secured Party releases its security interest in, and reassigns to the Debtor, any and all interest in the Trademarks. Secured Party agrees that, upon the request of the Debtor or any successor in interest or assignee thereof, and at the expense of the Debtor, Secured Party will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by the Debtor, or any successor in interest or assignee thereof, to effectuate the release of interests contemplated herein.

IN WITNESS WHEREOF, Secured Party, by the signature below of its duly authorized representative, agrees to be bound by the provisions of this Security Interest Termination as of this ___ day of October, 2003.

FLEET NATIONAL BANK, f/k/a NatWest Bank N.A.

By:



Name: Mark Ferti

Title: MANAGING DIRECTOR

COUNTY OF Suffolk, SS

Then personally appeared before me the above-named Mark J. Ferti of Fleet Retail Finance Inc. and acknowledged the foregoing to be his free act and deed this 30th day of October, 2003.

Notary Public:

My commission expires:

Evan M. Israelson
EVAN M. ISRAELSON
10/15/2004

EXHIBIT A

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1. CAPE CLASSIC	1,724,693
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