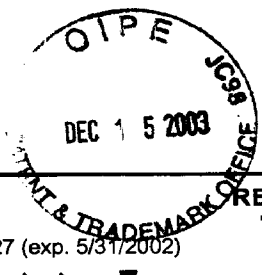


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECOI TR

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 Retail Finance Inc.

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

Additional name(s) of conveying party(ies) attached? Yes 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 _____
 Corporation-State VA
 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 Correction on Reel/Frame
 Execution Date: 11/7/03 002750/0181

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-3545

DO NOT USE THIS SPACE

9. Signature.

Christopher E. Kondracki 12/12/03
 Name of Person Signing Signature Date

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

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

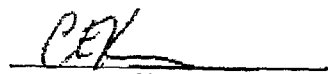
TRADEMARK REEL: 002892 FRAME: 0960

Receiving Party(ies)

Ira A. Watson, Co.
One Peebles Street
Southhill, VA 23970

Virginia Corporation

11/19/2003
 700053415

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): Fleet Retail Finance Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State DE <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Peebles Inc.</u> Internal Address: _____ Street Address: <u>One Peebles Street</u> City: <u>Southhill</u> State: <u>VA</u> Zip: <u>23970</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>VA</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>11/7/03</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) _____ Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Christopher E. Kondracki</u> Internal Address: _____ Street Address: <u>2001 Jefferson Davis, Hwy.</u> <u>Suite 505</u> City: <u>Arlington</u> State: <u>VA</u> Zip: <u>22202</u>	6. Total number of applications and registrations involved: 13 7. Total fee (37 CFR 3.41): \$ <u>340.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>19-3545</u>	
DO NOT USE THIS SPACE		
9. Signature. <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Christopher E. Kondracki</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>11/19/03</u> Date </div> </div> <div style="text-align: center; margin-top: 10px;"> Total number of pages including cover sheet, attachments, and documents 6 </div>		

PH 340.00 193545 172858

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

Conveying Party(ies)

Ira A. Watson, Co.
One Pebbles Street
Southhill, VA 23970
Delaware Corporation

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. CASUAL OPTIONS	2,742,977
5. HARMONY GROVE	1,842,267
6. HIDDEN FANTASIES (Stylized)	1,482,444
7. KIDS COUNT & Design	1,209,751
8. MEHERRIN RIVER OUTFITTERS	1,693,131
9. PEBBLES	1,492,322
10. PRIVATE EXPRESSIONS	1,769,352
11. PRIVATE EXPRESSIONS	2,352,771
12. SIGNATURE STUDIO	2,072,046
13. SONOMA BAY	1,734,069

SECURITY INTEREST TERMINATION

WHEREAS, Peebles Inc. and Ira A. Watson Co. (collectively, the "Debtor"), granted a security interest to Fleet Retail Finance Inc. ("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 Trademark and Trademark Applications Security Agreement dated as of December 20, 2002 (the "Agreement"), which was filed at the United States Patent and Trademark Office on January 15, 2003 and recorded beginning at Reel 2596 and Frame 887; 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 RETAIL FINANCE INC.

By:

Sally A. Sheehan
Name:
Title:

COUNTY OF Suffolk, SS

Then personally appeared before me the above-named Mark Jonathan Forti of Fleet Retail Finance Inc. and acknowledged the foregoing to be his free act and deed this 24 day of ~~October~~ November, 2003.

Mark Jonathan Forti

Notary Public:
My commission expires:

Mark Jonathan Forti
NOTARY PUBLIC
My commission expires Apr. 1, 2005

EXHIBIT A

<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. CASUAL OPTIONS	2,742,977
5. HARMONY GROVE	1,842,267
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12. SIGNATURE STUDIO	2,072,046
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