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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of

100968047

attached original documents or copy thereof.

1. Name of conveying party(ies):

Foothill Capital Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: Effective Date-January 26,
1999

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

Name: The Children's Place Retail
Stores, Inc.

Internal Address: _____

Street Address: One Dodge Drive

City: West Caldwell State: NJ ZIP: 07006

- 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

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

A. Trademark Application No.(s)

74/196,776

B. Trademark registration No.(s)

See Schedule A

Additional numbers attached? Yes No

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

Name: Keith E. Sharkin, Esq.

Internal Address: Nims, Howes, Collison,

Hansen & Lackert

Suite 3500

Street Address: 605 Third Avenue

City: New York State: NY ZIP: 10158

6. Total number of applications and registrations involved: _____

17

7. Total fee (37 CFR 3.41):..... \$ 440.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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FEB 22 1999
ASSISTANT BRANCH

02/17/1999 SBURMS 00000169 74196776

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01 FC:481 40.00 OP
02 FC:482 400.00 OP

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.

Keith E. Sharkin
Name of Person Signing

[Signature]
Signature

February 12, 1999
Date

Total number of pages comprising cover sheet: _____

**SCHEDULE A
Trademark Registrations**

Mark	Reg. No.	Class
AUTHENTIC TINY SWEATS and Design	1,786,330	25
AUTHENTIC TINY TANK T and Design	1,791,125	25
AUTHENTIC TINY TEE	1,710,917	25
AUTHENTIC TINY TEE T and Design	1,726,779	25
BABY PLACE	1,893,655	25
NOT SO BASIC STUFF	1,830,413	25
RATTLES	1,402,244	25
SUNSHINE STUFF	1,146,207	25
THE CHILDREN'S MARKET	1,332,706	42
THE CHILDREN'S OUTLET	1,149,504	42
THE CHILDREN'S OUTLET	1,467,689	42
THE CHILDREN'S PLACE	1,020,742	42
THE CHILDREN'S PLACE	1,137,068	42
THE CHILDREN'S PLACE and Design	1,020,741	42
THE PLACE	1,642,868	25, 42
TP CO (Stylized)	1,821,470	25

RELEASE OF SECURITY INTEREST

WHEREAS, THE CHILDREN'S PLACE RETAIL STORES, INC., a Delaware corporation, with a place of business at One Dodge Drive, West Caldwell, New Jersey 07006 ("The Children's Place"), is the owner of certain trademarks and service marks in the United States and throughout the world and is the registrant of record in the U.S. Patent and Trademark Office of the trademarks and service marks set forth in Schedule A, which is attached hereto and made a part hereof, together with the goodwill of the business symbolized by said trademarks and service marks and the registrations and applications therefor (collectively, the "Intellectual Property");

WHEREAS, pursuant to a Trademark and Service Mark Security Agreement ("Agreement"), dated as of April 12, 1995, The Children's Place granted to FOOTHILL CAPITAL CORPORATION, a California corporation, with a place of business at 11111 Santa Monica Blvd., Los Angeles, California 90025, a security interest in all of its right, title and interest in, to and under all present and future trademarks and service marks and other Collateral as that term is defined in the Agreement, including but not limited to, the Intellectual Property (collectively, the "Security Interest");

WHEREAS, the Trademark and Service Mark Security Agreement was duly recorded with the U.S. Patent and Trademark Office on April 28, 1995, at Reel 1348, Frame 0203 through and including Frame 0214;

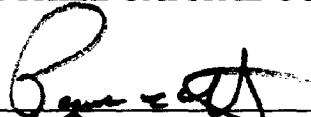
WHEREAS, Foothill Capital Corporation now desires to release and discharge all of said Security Interest.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Foothill Capital Corporation, intending to be legally bound, does hereby release and discharge all of its right, title and interest, including in and to the Security Interest, that it

now has or has ever had from the beginning of the world to the effective date of this Release of Security Interest, in, to and under any and all present and future trademarks and service marks and other Collateral as that term is defined in the Agreement of The Children's Place, in the United States and throughout the world including but not limited to each of the trademarks and service marks set forth in Schedule A attached hereto and made a part hereof, together with the goodwill of the business symbolized by said trademarks and service marks and the registrations and applications for said marks in the U.S. Patent and Trademark Office and elsewhere.

IN WITNESS WHEREOF, FOOTHILL CAPITAL CORPORATION, has executed this Release of Security Interest effective as of the 26th day of January, 1999.

FOOTHILL CAPITAL CORPORATION

By: 
Name: PAUL G. CHAO
Title: AVP

**SCHEDULE A
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SCHEDULE A
Trademark Applications

Mark	Ser. No.
SIMPLE SIZING	74/196,776

SCHEDULE A
State Registrations

Mark	Reg. No.	State
THE CHILDREN'S OUTLET	S1189	New York
THE CHILDREN'S MARKET	53,724	Illinois