

03-29-2000



3 SHEET LY

Tab settings

101301285

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

1. Name of conveying party(ies): SEP 22 AM 11: 27
Heller Financial, CORP/FINANCE

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

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

2. Name and address of receiving party(ies)

Name: Sarah Michaels, LLC

Internal Address: Suite 2214

Street Address: 15501 North Dial Boulevard

City: Scottsdale State: AZ ZIP: 85260

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 14, 1998

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

A. Trademark Application No.(s)
757076, 438

B. Trademark Registration No.(s)
1,168,225 and others

Additional numbers attached? Yes No

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

Name: Rebecca S. Nittle

Internal Address: Suite 2214

15501 NorthDial Boulevard

Scottsdale, AZ 85260

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved:5.5..... 5

7. Total fee (37 CFR 3.41).....\$140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-0980

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

03/28/2000 DNGUYEN 00000195 040980 75076438

DO NOT USE THIS SPACE

01 FC 481 40.00 CH
02 FC 488 100.00 CH

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.

Rebecca S. Nittle
Name of Person Signing

Rebecca S. Nittle
Signature

2-15-00
Date

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

SCHEDULE I
TRADEMARK SECURITY AGREEMENT

Sarah Michaels, LLC

Reel/Frame: 1603/0468
Recordation: 07/11/1997

SEE ATTACHED

ISSUED TRADEMARK REGISTRATIONS

UNITED STATES

<u>File No</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Issue Date</u>
2002 (43807)	THE KRASER	1,168,225	09-08-81
2011 (43815)	SARAH MICHAELS & Design	1,730,536	11-10-92
2013 (43617)	SOLAGE (Stylized)	1,795,048	09-28-93
2016 (45256)	SARAH MICHAELS & Design	1,963,024	03-19-96

PENDING TRADEMARK APPLICATIONS

UNITED STATES

File No.

Mark

Serial Number Filed

2018 (46341)

WHAT DO WOMEN WANT?

73/076,438 03-21-96

RELEASE

This Release granted on this 14 day of September, 1998, by HELLER FINANCIAL, INC., a Delaware corporation, as Agent ("Agent") to SARAH MICHAELS, LLC, a Delaware limited liability company, ("Assignor"), as follows:

WITNESSETH

WHEREAS, the Assignor has heretofore granted to the Agent a Security Interest in certain U.S. trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses (the "Marks") more particularly set forth on Schedule I attached hereto to secure the Obligations of the Assignor as defined in the Assignment for Security of Patents, Trademarks and Copyrights Agreement between the parties dated June 30, 1997 (the "Trademark Security Agreement"); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Assignor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule I hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Assignor any and all right, title and interest in and to the Marks, and more particularly the security interest in the trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses set forth on Schedule I hereto granted to the Agent by the Assignor by the Trademark Security Agreement.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

Dated: _____

HELLER FINANCIAL, INC., as Agent

By: Mary Pat Harrigan
Name: MARY PAT HARRIGAN
Title: S. V. P.

[SEAL]

State of Illinois)
) ss.
County of Cook)

On this _____ day of _____, 1998, before me personally appeared Mary Pat Harrigan, to me known who, being by me duly sworn, did depose and say that (s)he is a SVP of Heller Financial, Inc., described herein and which executed the foregoing instrument and that (s)he signed his name thereto pursuant to the authority granted by Heller Financial, Inc.

Kristin M. Deering
Notary Public

My Commission Expires: _____

