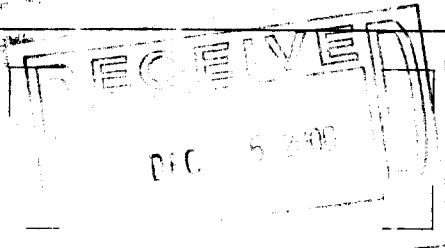


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

12-26-2000



101560644



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**ORDINATION FORM COVER SHEET
TRADEMARKS ONLY**

12-6-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other Release Security Interest
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Foothill Capital Corporation

11 10 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Michael Anthony Jewelers, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 115 S. MacQuesten Parkway

Address (line 2) _____

Address (line 3) Mount Vernon

New York

10550-1724

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

12/22/2000 MTHA11 00000328 845438

01 FC: 481 40.00 OP
02 FC: 482 525.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002199 FRAME: 0215

Domestic Representative Name and Address

Enter for the first Receiving Party only

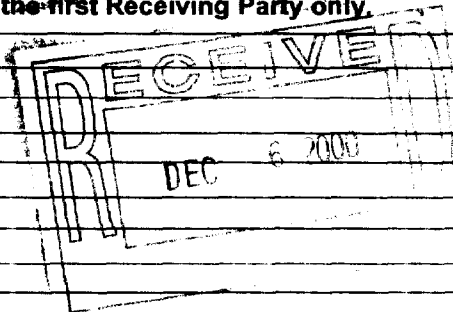
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="845438"/>	<input type="text" value="921115"/>	<input type="text" value="848630"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="848625"/>	<input type="text" value="763914"/>	<input type="text" value="787154"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="859688"/>	<input type="text" value="733084"/>	<input type="text" value="673193"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

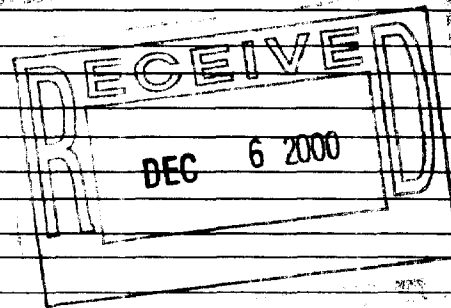
Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization



If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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RELEASE

The RELEASE is made as of the 10th of November, 1999 by FOOHILL CAPITAL CORPORATION ("Foothill") and NEWSTART FACTORS, INC. ("NewStart") in favor of Michael Anthony Jewelers, INC. ("MAJ"), as assignee of TOWN & COUNTRY FINE JEWELRY GROUP, INC. (the "Grantor")

WHEREAS, pursuant to the terms of a Trademark Collateral Assignment dated as of May 14, 1993 (the "Collateral Assignment") between Grantor and Foothill, as Collateral Agent, Grantor mortgaged, pledged, and granted to Foothill a security interest in, among other things, the registered trademarks and trademark applications set forth on the attached Schedule A hereto (the "Trademark Collateral"); and

WHEREAS, the Collateral Assignment was recorded in the United States Patent and Trademark Office ("USPTO") on September 17, 1993 at Reel/ Frame No. 1053/0043;

WHEREAS, in accordance with an order of the United States Bankruptcy Court for the District of Massachusetts, the Grantor sold the Trademark Collateral free and clear of the Collateral Assignment to MAJ pursuant to an Asset Purchase Agreement dated as of March 19, 1999 between Grantor and MAJ (the "Sale");

WHEREAS, pursuant to an Assignment and Acceptance Agreement dated as of Foothill assigned all of its rights and obligations as Collateral Agent under various agreements, including the Trademark Collateral Assignment, to NewStart (the "Assignment");

WHEREAS, notwithstanding the Assignment, the records of the USPTO reflect Foothill as the secured party of record with respect to the Trademark Collateral; and

WHEREAS, the parties hereto are desirous of executing a document for recordation in the USPTO in furtherance of, and confirming, the Sale.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Foothill and NewStart hereby remise, release and relinquish all interest in and to the Trademark Collateral to MAJ.
2. It is agreed and understood that (a) Foothill is executing this Release solely because Foothill remains the secured party of record with respect to the Trademark Collateral and (b) Foothill's execution of this Release is incidental to, and part of the Assignment.

3. This Release may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and all such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Foothill and NewStart have caused this Release to be duly executed by an officer as of the date and year first above written.

FOOTHILL CAPITAL CORPORATION

By:

Title:

Anthony Di
SR. Vice President

NEWSTART FACTORS, INC.

By:

Title:

Agreed and Accepted:

MICHAEL ANTHONY JEWELERS, INC.

By:

Title:

Michael Anthony
CFO

STATE OF Massachusetts)

COUNTY OF Suffolk) SS

On the 25 day of May, 2000 before me personally came Anthony Di, to me known, who being by me duly sworn, did depose and say that he/she resides at Boston; that he/she is a SR. Vice President of Foothill Capital, the corporation described in and which accepted and agreed to the foregoing instrument; and that he/she signed his name thereto by authority of the board of directors of said corporation.

[Signature]
Notary Public

3. This Release may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and all such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Foothill and NewStart have caused this Release to be duly executed by an officer as of the date and year first above written.

FOOTHILL CAPITAL CORPORATION

By: _____

Title: _____

NEWSTART FACTORS, INC.

By: [Signature]

Title: [Signature]

Agreed and Accepted:

MICHAEL ANTHONY JEWELERS, INC.

By: [Signature]

Title: CFO

STATE OF New York)
) SS
COUNTY OF Westchester)

On the 27th day of November 2000 before me personally came _____, to me known, who being by me duly sworn, did depose and say that he/she resides at 1 Edgewood Circle Grangebury, NY; that he/she is a CFO of Michael Anthony Jewelers the corporation described in and which accepted and agreed to the foregoing instrument; and that he/she signed his name thereto by authority of the board of directors of said corporation.

[Signature]
Notary Public

GLADYS JAGDEO
Notary Public State of New York
No. 01JA5062113
Qualified in Westchester County
Commission Expires June 24, 2007

EXHIBIT A

	<u>Reel/Frame</u>	<u>Serial #</u>	<u>Registration #</u>
GWR	1053/0043	72-272,272	845,438
GW	1053/0043	72-375,003	921,115
Gotham Gold	1053/0043	72-275,048	848,630
Gotham	1053/0043	72-272,273	848,625
Miscellaneous Design (pentagon)	1053/0043	72-148,024	763,914
Bands of Love	1053/0043	72-200,428	787,154
Contoura	1053/0043	72-269,305	859,688
Feature	1053/0043	72-102,915	733,084
Feature-Flex	1053/0043	72-040,219	673,193
Feature Matic	1053/0043	73-305,788	1,194,296
FR	1053/0043	72-142,939	798,803
FRCO	1053/0043	72-137,224	744,774
Gem-on-Gem	1053/0043	72-144,828	744,788
Miscellaneous Design (marquis with dot)	1053/0043	72-143,357	743,411
FA	1053/0043	73-340,904	1,234,532
Feature-Flash	1053/0043	71-494,628	423,833
Heart Lock	1053/0043	71-568,305	526,593
Feature Lock	1053/0043	71-539,866	506,514
Love Link	1053/0043	72-323,284	917,655
Secur Lok	1053/0043	73-534,741	1,375,767
Trios of Love	1053/0043	73-291,231	1,219,061
Trubriiliant	1053/0043	73-534,740	1,372,428

Michael Anthony[®]

December 5, 2000

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

Re: Release of Security Interest Recordation

To Whom It May Concern:

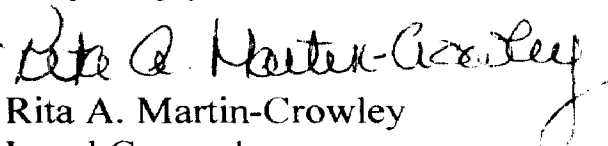
Enclosed please find Documents with the requisite cover sheets to be filed with the USPTO.

Also enclosed is Michael Anthony Jewelers Inc. Check No. 098244 in the amount of \$565.00 to cover the cost of the filing.

If you require any additional information, please contact the undersigned at 914-699-0000 ext. 675.

Thank you for your assistance.

Very truly yours,


Rita A. Martin-Crowley
Legal Counsel

RAMC:r

Enclosure

Michael Anthony Jewelers, Inc.
115 South Macquesten Parkway, Mount Vernon, NY 10550

Toll-Free (800) 966-8800 In New York (914) 699-0000 **TRADEMARK**

RECORDED: 12/06/2000

REEL: 002199 FRAME: 0222