

10-01-1998

FORM PTO-1584
(Rev. 6-85)
OMB No. 0001-0011 (Rev. 4-84)



100787898

1 SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings 000 V

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

1. Name of conveying party(ies):

Fleet Capital Corporation

4-1-98

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

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

2. Name and address of receiving party(ies)

Name: Morgan Products, Ltd.

Attn: Sandra J. Evans

Internal Address:

Street Address: 469 McLaws Circle

City: Williamsburg State: VA ZIP: 23185

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

If recipient is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from accompanying documents)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 2, 1998

40

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

A. Trademark Application No.(s)

TM

B. Trademark Registration No.(s)

1,456,531 1,886,791
1,825,158
1,897,193
2,011,085

Additional numbers attached? Yes No

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

Winthrop, Stimson, Putnam

Name: & Roberts

Internal Address: Attn: David W. Vogel

Street Address: 695 East Main Street
P.O. Box 6760

City: Stamford State: CT ZIP: 06904

6. Total number of applications and registrations involved:

5

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

140E

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.

David W. Vogel

Name of Person Signing

Signature

3/30/98

Date

4

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

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

TRADEMARK

REEL: 1757 FRAME: 0546

** TOTAL PAGE.003 *

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks is made as of February 2, 1998 by Fleet Capital Corporation, a Connecticut corporation having an office at 200 West Madison Street, Chicago, Illinois 60606 ("FCC") which is the successor-in-interest to Barclays Business Credit, Inc. as agent for the Lenders ("FCC," in such capacity being "Agent").

WHEREAS, Morgan Products Ltd., a Delaware corporation with its principal place of business at 469 McLaws Circle, Williamsburg, Virginia 23185 (the "Borrower") owns the trademarks listed on Exhibit A attached hereto ("Listed Trademarks"), which trademarks are registered in the United States Patent and Trademark Office (the "Office"); and


WHEREAS, the Borrower has granted to FCC a security interest in (i) all of its trademarks and trademark applications, including but not limited to the Listed Trademarks, and the registrations thereof, and (ii) associated business goodwill therein, all as described in that certain Trademark Agreement dated as of July 14, 1994, executed by the Borrower and previously filed for the record in the Office on October 12, 1994 at Trademark Reel No. 1228, Frame No. 0120 ("Trademark Agreement"); and

WHEREAS, FCC has at the Borrower's request agreed to release its security interest in all of the Borrower's trademarks, including Listed Trademarks, and the registrations thereof and the associated business goodwill therein;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, FCC hereby releases its security interest in all of the Borrower's trademarks and trademark applications, including the Listed Trademarks, and the registrations thereof and the associated business goodwill therein and to any other rights it might have arising out of the Trademark Agreement.

FCC hereby undertakes and agrees to do such things and to execute such further lawful documents, assurances, applications and other instruments as may be required to give effective legal, registered and unencumbered title to the Borrower in and to the trademarks and trademark applications, including but not limited to the Listed Trademarks and the registrations thereof all without further considerations.

FLEET CAPITAL CORPORATION

By: 
Name: Sandra J. Evans
Title: Vice President

VPCHI01/#305977.1

TRADEMARK
REEL: 1757 FRAME: 0547

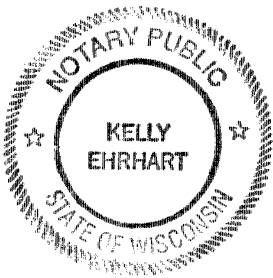
STATE OF WISCONSIN)
)
) SS.
COUNTY OF WAUKESHA)

I, Kelly Ehrhart, a Notary Public in and for the County and State aforesaid,
DO HEREBY CERTIFY that Sandra J. Evans as Vice President of Fleet Capital Corporation
personally known to me to be the same person whose name is subscribed to the foregoing
instrument, appeared before me this day in person and acknowledged that she signed and
delivered the said instrument as her free and voluntary act, for the uses and purposes therein
set forth.

Given under my hand and notarial seal this 18th day of February, 1998.

Kelly Ehrhart
Notary Public

My Commission Expires 4/5/98



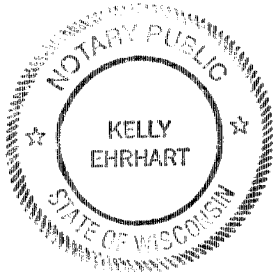
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I, Kelly Ehrhart, a Notary Public in and for the County and State aforesaid,
DO HEREBY CERTIFY that Sandra J. Evans ~~is~~ Vice President of Fleet Capital Corporation
personally known to me to be the same person whose name is subscribed to the foregoing
instrument, appeared before me this day in person and acknowledged that she signed and
delivered the said instrument as her free and voluntary act, for the uses and purposes therein
set forth.

Given under my hand and notarial seal this 18th day of February, 1998.

Kelly Ehrhart
Notary Public

My Commission Expires 4/5/98



VPCHI01/#305999.1

RECORDED: 04/01/1998

TRADEMARK
REEL: 1757 FRAME: 0549