

08-23-1999

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RE



EET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Paten

101123790

attached original documents or copy thereof.

1. Name of conveying party(ies):
 Fleet Capital Corporation

Individual(s) Association
 General Partnership Limited Liability

Corporation (Rhode Island)
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Morgan Products, Ltd.
 Internal Address: 469 McLaws Circle
 City: Williamsburg State: Virginia ZIP: 23185

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: 8-18-99

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

Execution Date: August 4, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,358,046 1,504,856 1,511,794

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: VEDDER,PRICE, KAUFMAN & KAMMHOLZ
 Attention: Tammy S. Settle
 Internal Address:

Street Address: 222 North LaSalle Street
Suite 2600
 City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 3

7. Total Fee (37 CFR 3.41) \$ 90.00
 Enclosed
 Authorized to be charged to deposit account (Any Deficiencies)

8. Deposit account number: 22-0259
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Tammy S. Settle *Tammy S. Settle* August 17, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

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

90E

08/20/1999 MTHAI1 00000319 1358046

01 FC:481 40.00 OP
02 FC:482 50.00 OP

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks is made as of August 4, 1999 by Fleet Capital Corporation, a Rhode Island corporation now having an office at 20800 Swenson Drive, Suite 350, Waukesha, Wisconsin 53187 ("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

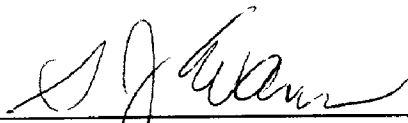
WHEREAS, the Borrower has granted to FCC a security interest in (i) all of its trademarks and trademark applications, including but not limited to the Listed Trademarks, and the registrations thereof, and (ii) associated business goodwill therein, all as described in that certain Trademark Agreement dated as of February 3, 1998, executed by the Borrower and previously filed for the record in the Office on March 2, 1998 at Trademark Reel No.1692, Frame No. 0088 ("Trademark Agreement") and amended on February 19, 1999 and previously filed for the record in the Office on July 20, 1999 at Trademark Reel No.1893, Frame No. 0119 ("Trademark Amendment"); 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: Senior Vice President

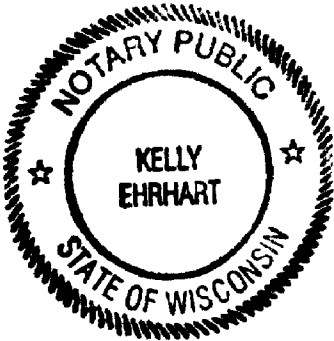
STATE OF WISCONSIN)
) SS.
COUNTY OF WAUKESHA)

I, Kelly Ehrhart, a Notary Public in and for the County and State aforesaid, DO
HEREBY CERTIFY that Sandra J. Evans Sr. 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 12th day of August, 1999.

Kelly Ehrhart
Notary Public

My commission expires 3/31/2002



SCHEDULE A
to Trademark and License Security Agreement

REGISTERED U.S. TRADEMARKS

MORGAN, U.S. Registration No. 1,358,046, dated September 3, 1985. (Declaration of use filed and approved December 20, 1991.)

MORGAN and design, U.S. Registration No.1,504,856, dated September 20, 1988. (Declaration of use filed and approved November 10, 1993 and March 31, 1994.)

MOR-TRIM, U.S. Registration No. 1,511,794, dated November 8, 1988. (Declaration of use filed and approved July 7, 1994).

REGISTERED STATE TRADEMARKS

Morgan Magic, Serial No. 00584316 (Wisconsin), dated November 28, 1984.

TRADEMARK APPLICATIONS

None.

UNREGISTERED TRADEMARKS/TRADENAMES

All rights to the name "Adam Wholesalers, Inc." and all logos, tradestyles and variants thereof and all existing and pending registrations or applications in connection with the foregoing.

VEDDER PRICE

VEDDER, PRICE, KAUFMAN & KAMMHOLZ
222 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60601-1003
312-609-7500
FACSIMILE: 312-609-5005

TAMMY S. SETTLE
LEGAL ASSISTANT
312-609-7838

A PARTNERSHIP INCLUDING VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C.
WITH OFFICES IN CHICAGO AND NEW YORK CITY

August 17, 1999

VIA FEDERAL EXPRESS

Assistant Commissioner of Patents & Trademarks
Office of Public Records
1213 Jefferson Davis Highway
Third Floor
Arlington, Virginia 22202
Attn: Customer Service Counter

Re: Release of Security Interest In Trademarks
Our Reference No. 02795.00.0018

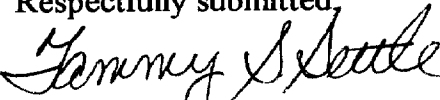
Dear Sir:

Attached please find the Release of Security Interest in Trademarks between Fleet Capital Corporation and Morgan Products, Ltd. for recordation in the Assignment Branch of the United States Patent and Trademark Office along with a check in the amount of \$90.00 for the required filing fee.

Any additional fees should be charged to our Deposit Account No. 22-0259.

Please direct all correspondence regarding this matter to:

Tammy S. Settle
Vedder, Price, Kaufman & Kammholz
222 North LaSalle Street
Chicago, Illinois 60601
(312) 609-7838

Respectfully submitted,

Tammy S. Settle
Legal Assistant

Enclosures

cc: Jenny Sepulveda

TRADEMARK
REEL: 001946 FRAME: 0457

VEDDER PRICE

VEDDER, PRICE, KAUFMAN & KAMMHOLZ

222 NORTH LASALLE STREET

CHICAGO, ILLINOIS 60601-1003

312-609-7500

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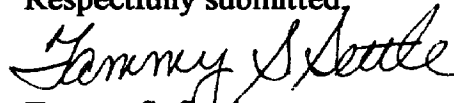
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(312) 609-7838

Respectfully submitted,



Tammy S. Settle
Legal Assistant

Enclosures

cc: Jenny Sepulveda

RECORDED: 08/18/1999

TRADEMARK
REEL: 001946 FRAME: 0458