

08-14-2000

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



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

101431516

8-14-00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other Notice of Release of Security Interests

Conveying Party

Mark if additional names of conveying parties attached

Name Foothill Capital Corporation

Execution Date
Month Day Year
July 28, 2000

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 Victoria Acquisition Group, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 30 Jefferson Park Boulevard

Address (line 2)

Address (line 3) Warwick Rhode Island 02888
City State/Country Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization Rhode Island

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.)

08/14/2000 JSHABAZZ 00000135 1815830

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 450.00 DP

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: 002119 FRAME: 0451

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="1,815,830"/>	<input type="text" value="1,514,108"/>	<input type="text" value="1,246,322"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,695,305"/>	<input type="text" value="1,453,725"/>	<input type="text" value="1,172,198"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,558,953"/>	<input type="text" value="1,320,599"/>	<input type="text" value="1,172,188"/>

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.

Sandra E Holloway
Name of Person Signing

Sandra E Holloway
Signature

08/11/2000
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,182,863	508,978	<input type="text"/>
1,121,812	400,508	<input type="text"/>
1,108,568	381,210	<input type="text"/>
1,111,772	<input type="text"/>	<input type="text"/>
1,098,231	<input type="text"/>	<input type="text"/>
796,735	<input type="text"/>	<input type="text"/>
735,349	<input type="text"/>	<input type="text"/>

NOTICE OF RELEASE OF SECURITY INTERESTS IN TRADEMARKS,
SERVICE MARKS, PATENTS, COPYRIGHTS AND APPLICATIONS THEREFOR

This Notice of Release of Security Interests in Trademarks, Service Marks, Patents, Copyrights and Applications therefor is made as of July 28th, 2000, by FOOTHILL CAPITAL CORPORATION, a California corporation, having an office at 11111 Santa Monica Boulevard, Suite 1500, Los Angeles, California 90025-3333 ("Foothill") with reference to the following:

WHEREAS, in connection with various financing arrangements with Foothill, VICTORIA ACQUISITION GROUP, INC. ("Victoria") executed documentation granting Foothill a security interests in certain trademarks, more particularly described on Exhibit A attached hereto and made a part hereof. Such security interest documentation was recorded by the U.S. Patent and Trademark Office on October 8, 1996 in Reel 1487/Frame 0735.

WHEREAS, on or about the date hereof, the obligations or indebtedness of Victoria to Foothill is satisfied. Therefore, Foothill no longer holds a security interest in the trademarks.

NOW, THEREFORE, for valuable consideration, notice is hereby given that Foothill hereby releases any and all security interests in all of Victoria's trademarks, servicemarks, patents and copyrights and all applications for pending trademarks, servicemarks, patents and copyrights, including, without limitation, the registered trademarks, servicemarks, patents, copyrights and applications therefor listed on Exhibit A attached hereto and incorporated herein by reference.

FOOTHILL CAPITAL CORPORATION

By: Paul G. Chao
Name: PAUL G. CHAO
Title: VP

STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK

In BOSTON, on this 28th day of July, 2000, before me personally appeared PAUL G. CHAO, a VICE PRESIDENT of Foothill Capital Corporation, to me known and known by me to be the person executing the foregoing instrument and he/she acknowledged said instrument by him/~~her~~ executed to be his/~~her~~ free act and deed and the free act and deed of said Foothill Capital Corporation.

Diane M. Urbaniaik
Notary Public
Print Name: DIANE M. URBANIAIK
My Commission Expires: June 28, 2002

[SEAL]

EXHIBIT A

(recorded October 8, 1996 -- Victoria Acquisition Group, Inc. as Assignor)

1. **TRADEMARKS:**

<u>Registration Number</u>	<u>Mark</u>
1,815,830	ENCORE
1,695,305	THE DESIGN CONNECTION
1,558,953	RICHELIEU
1,514,108	TREZA
1,453,725	XIV FOURTEEN
1,320,599	CELESTE
1,246,322	DESIGN ORIGINALS
1,172,198	GLASSTIQUE
1,172,188	GLASSTIC
1,182,863	OVELLES
1,121,812	ANDRE LECLAIR
1,108,568	RO-MAY
1,111,772	VICTORIA CREATIONS
1,098,231	SUSPENSE
796,735	TREZA
735,349	FLEUR DE MER
508,978	RICHELIEU
400,508	RICHELIEU
381,210	SATINORE