

06-19-2001



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼

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

6-19-01

1. Name of conveying party(ies):
Fleet National Bank, formerly known
as BankBoston, N.A.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other a national banking association

2. Name and address of receiving party(ies)
Name: Fleet Capital Corporation
Internal
Address: _____
Street Address: 300 Galleria Pwy., Ste. 800
City: Atlanta State: GA Zip: 30339

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Assignment of Security Interest

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

Execution Date: 4/5/00

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

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

2137888,
B. Trademark Registration No.(s) 1686530, 1790446,
0529689, 1559902, 1377282, 1657461,
1173365, 1897056, 1896285, 1995572,
Additional number(s) attached Yes No 2084151, 2022304

5. Name and address of party to whom correspondence
concerning document should be mailed:
Name: Susan Bradley Gray, Paralegal

6. Total number of applications and
registrations involved: 513

Internal Address: _____

7. Total fee (37 CFR 3.41)..... \$ 340.00

Enclosed
 Authorized to be charged to deposit account

Street Address: 600 Peachtree St., Ste. 4100

8. Deposit account number: _____

City: Atlanta State: GA Zip: 30308

(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.*

Dana Kull, Esq.
Name of Person Signing

Dana Kull
Signature

6/18/01
Date

Total number of pages including cover sheet, attachments, and document: 3

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

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01 FC:481 40.00 DP
02 FC:482 300.00 BF

TRADEMARK
REEL: 002315 FRAME: 0857

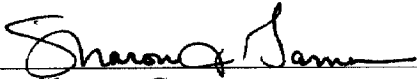
ASSIGNMENT OF SECURITY INTEREST

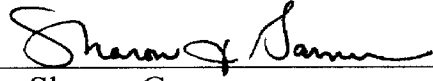
In connection with the assignment by Fleet National Bank (formerly known as BankBoston, N.A.) ("Assignor") to Fleet Capital Corporation, a Rhode Island corporation ("Assignee"), of Assignor's right, title and interest in and to certain loans and commitments of Assignor to Spencer's Incorporated of Mount Airy, N.C., a North Carolina corporation, under the agreements governing such loans and commitments, Assignor hereby confirms the assignment and assigns to Assignee all of Assignor's right, title and interest in and to the security agreements and interests of Assignor in the trademarks, patents and/or copyrights, as applicable, listed on the attached **Schedule A**, related property and proceeds of all of the foregoing, and Assignee accepts such assignment.

In witness whereof, Assignor and Assignee have caused this instrument to be executed and delivered by their respective officers as of April 5, 2000.

FLEET NATIONAL BANK
(f/k/a BankBoston, N.A.), Assignor

FLEET CAPITAL CORPORATION,
Assignee

By:  _____
Sharon Garner
Authorized Officer

By:  _____
Sharon Garner
Vice President

SCHEDULE A
(Trademarks)

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Zip Leg	1686530	5/12/92
Horticross	1790446	8/31/93
Spencer's	529689	8/29/50
Happy Kids	1559902	10/10/89
Cross Knit plus design	1377282	1/7/86
Spencer's	1657461	9/17/91
(DESIGN ONLY)	1173365	10/31/81
Cross Fire	1897056	5/30/95
Spencer's Plus Design	1896285	5/30/95
"TALK TO ME TEE"	1995572	8/20/96
BEETLE BUG plus design	2022304	12/10/96
WEE BEAR	2137888	2/17/98
Teddy Bear Design	2084151	7/29/97