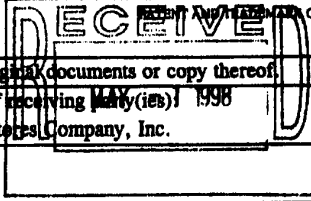


05-15-1998



100710886



To the Honorable Commissioner of Patent

1. Name of conveying party(ies):

Capital-Mercury Shirt Corp.

- Individual(s)
- General Partnership
- Corporation-New York
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 23, 1997

2. Name and address of receiving party(ies):

Name: Mercantile States Company, Inc.

Street Address: 9450 Seward Road

City: Fairfield State: OH ZIP: 45014

- 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 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)

B. Trademark Registration No.(s)

1,695,386

Additional numbers attached?  Yes  No

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

Name: Kenneth B. Germain

Internal Address: FROST & JACOBS LLP

Street Address: 2500 PNC Center  
201 East Fifth Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Any deficiency is authorized to be charged to deposit account

8. Deposit Account Number:

06-2226

(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.

Kenneth B. Germain

Name of Person Signing  
00000215 1695386

Signature

Date

4/29/98

05/13/1998 SSMITH

01 FC:481

40.00 DP

Total number of pages including cover sheet, attachments and document: 5

**UNITED STATES TRADEMARK ASSIGNMENT**

THIS ASSIGNMENT, made as of this 23 day of DECEMBER, 1997, by and between Capital-Mercury Shirt Corp. ("Assignor"), a corporation organized under the laws of the State of New York, located and doing business at 1372 Broadway, New York, New York 10018, and Mercantile Stores Company, Inc. ("Assignee"), a corporation organized under the laws of the State of Delaware, located and doing business at 9450 Seward Road, Fairfield, Ohio 45014.

WHEREAS, Assignor is the owner of and has adopted, used and is using the trademark ACTIVE ZONE, for which registration number 1,695,386 was issued by the United States Patent and Trademark Office on June 16, 1992 ("the Mark"); and

WHEREAS, Assignee wishes to acquire Assignor's entire right, title and interest in and to the Mark, together with the goodwill of the business in connection with which the Mark is used;

NOW, THEREFORE, in consideration of the sum of One Dollar plus other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in and to the Mark, together with the goodwill of the business in connection with which the Mark is used.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be signed and executed by its duly authorized officer as of the date and year above written.

**CAPITAL-MERCURY SHIRT CORP.**

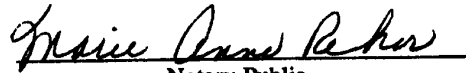
By: John Higdon  
Name: John Higdon  
Title: Treasurer

**TRADEMARK**  
**REEL: 1729 FRAME: 0010**

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF ~~MANHATTAN~~  
NEW YORK

On this 23 day of December, 1997, personally appeared before me John Higdon, who stated that he is Treasurer of Capital-Mercury Shirt Corp., a corporation organized under the laws of the State of New York, and acknowledged that he executed the foregoing instrument as the act and deed of Capital-Mercury Shirt Corp. for the purposes therein set forth.

MARIE ANNE REHOR  
Notary Public, State of New York  
No. 01RE5017068  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires August 30, 1999

  
Notary Public

My Commission Expires:

482156.01

RECORDED: 05/01/1998

TRADEMARK  
REEL: 1729 FRAME: 0011