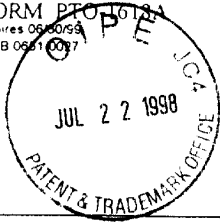


7-22-98
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FORM PTO 1612A
Expires 06/30/95
OMB 0651-0027



08-07-1998



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U.S. Department of Commerce
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name VIRGINIA SPECIALTY STORES, INC.

Execution Date
Month Day Year
7/20/98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name CATHERINES OF CALIFORNIA, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 17396 COLIMA

Address (line 2) C/O PS...PLUS SIZES, PLUS SAVINGS #719

Address (line 3) ROWLAND HEIGHTS

CALIFORNIA, U.S.A.

91746

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

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Address (line 1)

Address (line 2)

Address (line 3)

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Correspondent Name and Address

Area Code and Telephone Number

Name

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Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

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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="1,940,137"/>	<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"/>

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.

BREWSTER TAYLOR

Name of Person Signing



Signature

7/22/98

Date Signed

ASSIGNMENT OF TRADEMARK

WHEREAS, VIRGINIA SPECIALTY STORES, INC., a Virginia corporation, with a principal place of business located at 2800 Washington Avenue, Newport News, Virginia 23607, adopted and is using the mark for which registration was granted in the United States Patent and Trademark Office as follows:

<u>Mark</u>	<u>Reg. No.</u>	<u>Issued</u>	<u>Goods/Services</u>
WHITNEY, DUNN & MOORE	1,940,137	12/5/95	Women's clothing, namely blouses, skirts, jackets and sweaters in Class 25

WHEREAS, CATHERINES OF CALIFORNIA, INC., a corporation of California, with a principal place of business located at 17396 Colima, c/o PS...Plus Sizes, Plus Savings #719, Rowland Heights, California 91748, is desirous of acquiring said mark and the registration therefor;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, VIRGINIA SPECIALTY STORES, INC. hereby assigns to CATHERINES OF CALIFORNIA, INC. all right, title and interest in and to said mark together with the goodwill of the business symbolized by said mark and the registration thereof.

VIRGINIA SPECIALTY STORES, INC.

Date 7/17/98

By E. Glenn Allen

Title EXECUTIVE VICE PRESIDENT