

To the Honorable Commissioner of Patents



attached original documents or copy thereof

100937874

1. Name of conveying party(ies):

Arizona Mail Order Company, Inc.

MRD 8-28-98

- Individual(s)
- General Partnership
- Corporation-State
- 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: _____

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

SEE APPENDIX A

B. Trademark registration No.(s)

SEE APPENDIX A

Additional Numbers attached? Yes No

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

Name: Sarah Modi, Esq.

Internal Address: Brown & Bain
Post Office Box 400
Phoenix, Arizona 85001-0400

Street Address: 2901 North Central Avenue, Suite 2000

City: Phoenix State: Arizona ZIP: 85012

6. Total number of applications and registrations involved

58

7. Total fee (37 CFR 3.41) \$ 1,470.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

09/02/1998 DNGUYEN 00000103 1126618

DO NOT USE THIS SPACE

01 FC:481	40.00 OP
02 FC:482	1425.00 OP
03 FC:998	5.00 OP

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.

Steven A. Lightman
Name of Person Signing

Signature

8/26/98
Date

Total number of pages comprising cover sheet: 1

APPENDIX A

Arizona Mail Order Company, Inc.

TRADEMARK / TRADENAME / SERVICE MARK	REGISTRATION NUMBER	APPLICATION NUMBER	DATE OF REGISTRATION	DATE OF APPLICATION
1. AMBASSADOR	1,126,618		11/06/79	
2. AMBASSADOR	1,267,721		02/21/84	
3. APPOINTMENTS	1,523,901		02/07/89	
4. APPOINTMENTS	1,525,538		02/21/89	
5. BARONESS DE WAYNE	1,966,945		04/09/96	
6. COWARD	0,073,661		05/11/1909 <i>Renewed</i> 10/30/89	
7. CLOTHES TO HOME	1,500,504		08/16/88	
8. DANIEL LOW'S	1,764,436		04/13/93	
9. DAVID CALAIS		75/390967		11/17/97
10. DERBY-HIGGINSON	1,875,925		01/24/95	
11. DRY DOCK BY SERBIN	885,089		01/27/70 <i>Renewed</i> 02/21/90	
12. DULOTTES	858,631		10/15/68 <i>Renewed</i> 11/22/88	
13. EASY LIVING	1,458,320		09/22/87	
14. EDGE KEEPERS	629,156		06/19/56 <i>Renewed</i> 06/19/76 <i>Renewed</i> 05/20/96	
15. FASHION-PLUS BAG	1,138,769		08/19/80	
16. FLEX-MASTERS	384,231		01/07/91	
17. HEAVENLY COMFORT	1,370,230		11/12/85	
18. HEAVENLY SUEDE	1,305,091		11/13/84	
19. HEIRESS II	1,073,151		09/13/77 <i>Renewed</i> 09/97	
20. HOME, ETC.	1,789,388		08/24/93	

TRADEMARK / TRADENAME / SERVICE MARK	REGISTRATION NUMBER	APPLICATION NUMBER	DATE OF REGISTRATION	DATE OF APPLICATION
21. INTERNATIONAL BOUTIQUE	1,271,139		03/20/84	
22. INTIMATE APPEAL	1,680,348		03/24/92	
23. JEWELRY VALUES	1,427,432		02/03/87	
24. KRAUS OF CALIFORNIA	1,276,299		05/01/84	
25. LADY "A"	1,168,377		09/08/81	
26. LADY AMBASSADOR	1,180,174		12/01/81	
27. MAIL POUCH	1,200,435		07/06/82	
28. MARK REED	1,435,705		04/04/87	
29. NANCY'S CHOICE	1,202,124		07/20/82	
30. NANCY'S CHOICE	1,295,149		09/11/84	
31. OLD PUEBLO TRADERS	1,336,664		05/21/85	
32. OLD PUEBLO TRADERS — VICKI WAYNE'S	1,342,544		06/18/85	
33. OLOF DAUGHTERS	894,656		07/14/70 <i>Renewed</i> 05/29/91	
34. ORGANIZED LADY	1,047,265		08/31/76 <i>Renewed</i> 08/31/96	
35. PATCHWORK POCKETS	1,320,178		02/12/85	
36. PEACHTREE REPORT	1,162,297		04/21/81	
37. PEACHTREE REPORT	1,582,036		02/06/90	
38. REGALIA	1,649,648		07/02/91	
39. REGENCY	1,199,554		06/29/82	
40. RIVERIA	1,384,284		02/25/86	
41. SAFETY BAG	1,036,812		03/30/76 <i>Renewed</i> 12/26/95	
42. SERBIN	606,130		05/17/55 <i>Renewed</i> 05/17/75 <i>Renewed</i> 05/17/95	

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43. SERBIN SHIRTWAISTER	595,986		09/28/54 <i>Renewed</i> 05/14/74 <i>Renewed</i> 08/01/94	
44. SERBIN SPORT	1,503,096		09/06/88	
45. SERENDIPITY	1,133,650		04/22/80	
46. SMARTFIT		75/329183		07/23/97
47. SHOPPING INTERNATIONAL	1,018,990		08/26/75 <i>Renewed</i> 09/12/95	
48. SIGNET	1,134,134		04/29/80	
49. STRAWSTACK	783,692		01/19/65 <i>Renewed</i> 05/28/85	
50. SUPREME BAG	1,137,891		07/15/80	
51. SWITCHES	1,493,256		06/21/88	
52. TRIPMASTER	1,134,641		05/06/80	
53. ULTIMATE	1,294,248		09/11/84	
54. UNIQUE PETITE	1,499,030		08/02/88	
55. VALUE SHOWCASE	1,559,819		09/19/89	
56. VICKI WAYNE	1,336,665		05/21/85	
57. VICKI WAYNE	2,055,472		04/22/97	
58. WORLD OF FASHION	1,027,597		12/16/75 <i>Renewed</i> 02/27/96	

APPENDIX A

Arizona Mail Order Company, Inc.

Document ID No: 100806747

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TRADEMARK ASSIGNMENT AGREEMENT

WHEREAS, Arizona Mail Order Company, Inc. ("Assignor"), an Arizona corporation, having its principal office at 3740 East 34th Street, Tucson, Arizona 85713, has adopted, used, is using, and is the owner of the United States Trademark Registrations and Applications identified in the attached Appendix A;

WHEREAS, AMO Acquisition, Inc. ("Assignee"), an Arizona corporation, having its principal place of business at 3740 East 34th Street, Tucson, Arizona 85713, desires to acquire from Assignor, the entire right, title and interest in and to such trademark registrations and applications;

NOW, THEREFORE, for valuable consideration received by Assignor, receipt and sufficiency of which is hereby acknowledged, effective on August 31, 1998, Assignor has sold, assigned, and transferred and hereby does sell, assign, and transfer to Assignee the entire right, title, and interest in and to the United States Trademark Registrations and Applications identified in the attached Appendix A, including the rights to the trademarks, tradenames and service marks which are the subject of such registrations and applications together with the goodwill appurtenant thereto.

IN WITNESS WHEREOF, Assignor intending to be legally bound, has affixed its signature.

Dated: 8/26/98

By: [Signature]

Printed Name: Steven A. Lightman

Title: Vice President

STATE OF ARIZONA)
County of Pima) ss.

The foregoing instrument was acknowledged before me this 26th day of August, 1998, by Steven A. Lightman, as V. Pres of AMO Mail Order Co corporation, on behalf of the Corporation.

[Signature]
Notary Public

My Commission Expires:

6/10/02

