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To the Honorable Commissioner of

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Maurices Incorporated

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- 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: January 31, 1999

2. Name and address of receiving party(ies)

Name: American Retail Group, Inc.

Internal Address: _____

Street Address: 6251 Crooked Creek Road

City: Norcross State: GA ZIP: 30092

- 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 a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/364,844 filed Sept. 29, 1977
JUXTAPOSE

B. Trademark Registration No.(s)

2,185,092 of August 25, 1998 -
JUXTAPOSE

Additional numbers attached? Yes No

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

Name: V. T. Giordano

Internal Address: _____

Von Maltitz, Derenberg, Kunin,

Janssen & Giordano

Street Address: 60 East 42nd Street

City: New York State: NY ZIP: 10165

02/12/1999 DMSUYEN 00000305 2185092

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00 ^E

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

22-0560

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

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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.

V. T. Giordano
Name of Person Signing

V.T. Giordano
Signature

Feb. 10, 1999
Date

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

ASSIGNMENT

WHEREAS, MAURICES INCORPORATED, a corporation organized and existing under the laws of the State of Delaware, located and doing business at 105 West Superior Street, Duluth, Minnesota 55802 (hereinafter "Assignor"), is the owner of the trade name, service mark and trademark JUXTAPOSE and of the registration and application of that mark in The United States Patent and Trademark Office under No. 2,185,092 of August 25, 1998 and SN 75/364,844 filed September 29, 1997, respectively; and

WHEREAS, AMERICAN RETAIL GROUP, INC., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 6251 Crooked Creek Road, Norcross, Georgia 30092 (hereinafter "Assignee"), is desirous of acquiring said trade name, service mark, trademark, registration and application;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said trade name, trademark, service mark, registration and application, together with the good will of the business connected with the use of and symbolized by said trade name and mark, as

