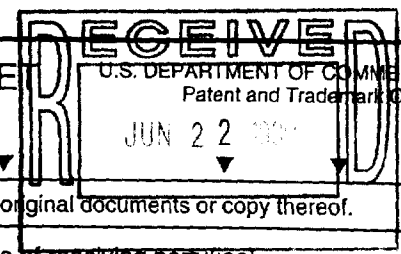


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of original documents or copy thereof.

Tab settings

To the Honorable Commissioner of Patent

1. Name of conveying party(ies):
Maurices Incorporated

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 31, 1999

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

A. Trademark Application No.(s)
SN 75/376,931 filed Oct. 21, 1997

B. Trademark Registration No.(s)

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

6. Total number of applications and registrations involved: 1

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

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)

06/24/1999 DNGUYEN 00000134 75376931

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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 V. T. Giordano June 17, 1999
Name of Person Signing Signature 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 Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001918 FRAME: 0966

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 trademark SYZYGY and of application SN 75/376,931 filed in the U.S. Patent and Trademark Office on October 21, 1997; 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 trademark and application;

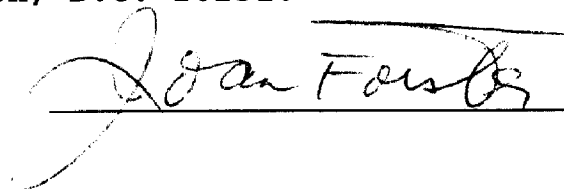
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said trademark and application, together with the good will of the business connected with the use of and symbolized by said trademark, as well as all rights to damages or profits, due or accrued, arising out of past infringement of said mark or injury to said good will, and the right to sue for and

CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

"Express Mail" Mailing Label Number EM395679779US

Date of Deposit: June 21, 1999

I hereby certify that the attached documents are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Hon. Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231.

A handwritten signature in cursive script, reading "Joan Forsberg", is written over a horizontal line. The signature is fluid and extends slightly above and below the line.