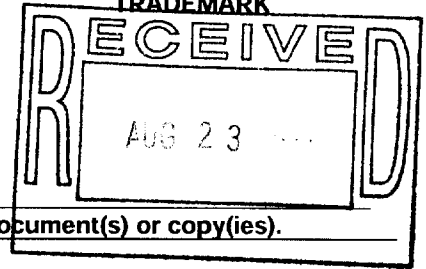


08-27-1999



101128637

TRADEMARK



8.23.99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
06221999

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
06221999

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

08/27/1999 DC0ATES 00000083 1004390

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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TRADEMARK

REEL: 001949 FRAME: 0636

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

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

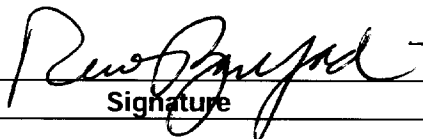
No

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.

Reuben Bar-Yadin

Name of Person Signing



Signature

8-17-99

Date Signed

ASSIGNMENT

THIS ASSIGNMENT (the "Assignment") is made and entered into by and between Solo Serve Corporation ("Assignor" or "Debtor") and Reuben Bar-Yadin ("Assignee").

WITNESSETH:

WHEREAS, Assignor is a debtor in possession under Chapter 11 of the Bankruptcy Code with its Chapter 11 case pending in the United States Bankruptcy Court for the Western District of Texas, San Antonio Division (the "Bankruptcy Court"), Case No. 99-50272 (the "Bankruptcy Case"); and

WHEREAS, Assignor has determined to cease retail operations and, accordingly, has determined that it would be desirable to dispose of its interest in its trade name, trademarks, service marks and other intellectual property rights (the "Intellectual Property"), together with its Club Solo mailing lists, including any and all extracts thereof (the "Club Solo Mailing Lists"); and

WHEREAS, Assignee, desires to acquire the Intellectual Property and the Club Solo Mailing Lists free and clear of all liens, claims, and encumbrances; and

WHEREAS, on May 11, 1999, the Bankruptcy Court entered its Order Granting Debtor's Motion to Sell Property of the Estate Free and Clear of Liens, Claims and Encumbrances in the Bankruptcy Case approving the sale of the Intellectual Property and Club Solo Mailing Lists to Assignee free and clear of all liens, claims, and encumbrances and authorizing Assignor to take all necessary actions required to effectuate the sale and transfer of the Intellectual Property and Club Solo Mailing Lists to Assignee.

NOW, THEREFORE, THE PARTIES HERETO AGREE AS FOLLOWS:

Assignor shall assign to Assignee all of Assignor's rights and interest in the Intellectual Property and the Club Solo Mailing Lists free and clear of all liens, claims, and encumbrances, on, as is, whereas, and with all faults basis, in consideration for which Assignee shall pay to Assignor the sum of \$7,500.00, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor.

Assignor does hereby sell, assign, transfer and convey to Assignee, on, as is, whereas, and with all faults basis, all right, title, and interest in and to the Intellectual Property, including its trade marks, service marks, and all registrations and applications for registration of the marks (including those specifically referenced in Exhibits A - E hereto), together with the goodwill of the business symbolized by the Intellectual Property and the right to recover for any



past infringement. Assignor also does hereby sell, assign, transfer and convey to Assignee all right, title, and interest in the Club Solo Mailing Lists.

Assignor represents and warrants that it has not previously assigned, licensed or conveyed any interest in the Intellectual Property or Club Solo Mailing Lists.

Assignor agrees to execute any further lawful documents needed to give full force and effect to this Assignment.

This Agreement shall be governed by and construed in accordance with the laws of the State of Texas. The parties agree that the Bankruptcy Court shall have exclusive jurisdiction over any disputes hereunder, and they each consent to such jurisdiction.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed effective as of the 22 day of June, 1999.

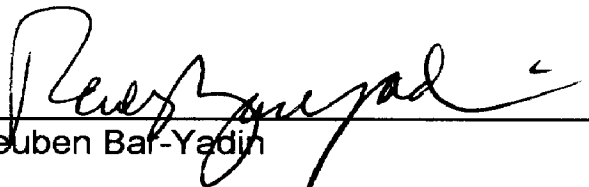
ASSIGNOR:

SOLO SERVE CORPORATION,
Debtor-In-Possession

By: 

Ross E. Bacon, CFO

ASSIGNEE:

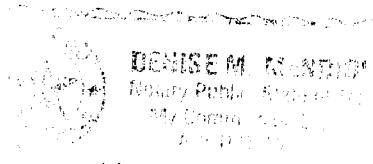


Reuben Bar-Yadin

ACKNOWLEDGEMENTS

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

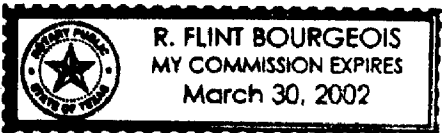
On this 22nd day of June, 1999, before the undersigned officer, personally appeared Ross E. Bacon, who acknowledged himself to be the Chief Financial Officer of Solo Serve Corporation, Debtor-in-Possession, and that he, as such Chief Financial Officer being authorized to do so, executed the foregoing *Assignment* for the purposes therein contained.



Denise M. Klenz
Notary Public in and for
The State of Texas

STATE OF TEXAS §
 §
COUNTY OF Bexar §

On this 22nd day of June, 1999, before the undersigned officer, personally appeared Reuben Bar-Yadin, and that he executed the foregoing *Assignment* for the purposes therein contained.



R. Flint Bourgeois
Notary Public in and for
The State of Texas

Int. Cl.: 42

Prior U.S. Cl.: 101

United States Patent Office



Reg. No. 1,004,390
Registered Feb. 11, 1975

SERVICE MARK

Principal Register

SOLO SERVE

Solo Serve Company (Texas corporation)
118 Soledad St.
San Antonio, Tex. 78205

For: RETAIL DEPARTMENT STORE SERVICES, in
CLASS 42 (U.S. CL. 101).
First use 1919; in commerce 1919.

Ser. No. 2,985, filed Oct. 9, 1973.

F. P. WOOD, Examiner

EXHIBIT "A"

Rey.

Int. Cl.: 42

Prior U.S. Cl.: 101

United States Patent and Trademark Office

Reg. No. 1,299,152

Registered Oct. 2, 1984

SERVICE MARK
Principal Register

SOLO

Solo Serve Corporation (Texas corporation)
118 Soledad St.
San Antonio, Tex. 78205

For: **RETAIL DEPARTMENT STORE**
SERVICES, in CLASS 42 (U.S. Cl. 101).
First use Jul. 1983; in commerce Jul. 1983.
Owner of U.S. Reg. No. 1,004,390.

Ser. No. 451,069, filed Nov. 3, 1983.

BARRY SOLOMON, Examining Attorney

EXHIBIT "B"

Rey.

Int. Cls.: 14 and 25

Prior U.S. Cls.: 28 and 39

United States Patent and Trademark Office

Reg. No. 1,588,748

Registered Mar. 27, 1990

**TRADEMARK
PRINCIPAL REGISTER**

AMANDA BROOKES

SOLO SERVE CORPORATION (TEXAS CORPORATION)
3200 EAST HOUSTON STREET
SAN ANTONIO, TX 78219

FOR: JEWELRY AND LADIES' ACCESSORIES, NAMELY, EARRINGS, IN CLASS 14 (U.S. CL. 28).

FIRST USE 2-28-1989; IN COMMERCE 2-28-1989.

FOR: LADIE'S AND CHILDREN'S APPAREL, NAMELY, LADIE'S BRAS, LADIE'S AND GIRLS PANTIES, LADIE'S HALF SLIPS, LADIE'S CAMISOLES, LADIE'S FULL SLIPS,

LADIE'S GARTER BELTS, LADIE'S NIGHTGOWNS AND LADIE'S NIGHTSHIRTS, IN CLASS 25 (U.S. CL. 39).

FIRST USE 2-28-1989; IN COMMERCE 2-28-1989.

THE NAME "AMANDA BROOKES" IN THE MARK DOES NOT IDENTIFY A LIVING INDIVIDUAL.

SER. NO. 73-789,290, FILED 3-27-1989.

KATHERINE STOIDES, EXAMINING ATTORNEY

EXHIBIT "C"

Ray.

Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

United States Patent and Trademark Office

Reg. No. 1,812,502

Registered Dec. 21, 1993

**SERVICE MARK
PRINCIPAL REGISTER**



SOLO SERVE CORPORATION (DELAWARE
CORPORATION)
1610 CORNERWAY BLVD.
SAN ANTONIO, TX 782192916

FOR: RETAIL STORE SERVICES FEATUR-
ING MEN'S, WOMEN'S AND CHILDREN'S AP-
PAREL AND ACCESSORIES, IN CLASS 42 (U.S.
CLS. 100 AND 101).

FIRST USE 10-8-1992; IN COMMERCE
10-8-1992.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "OFF-PRICE STORE", APART
FROM THE MARK AS SHOWN.

SER. NO. 74-306,374, FILED 8-20-1992.

ELIZABETH A. DUNN, EXAMINING ATTOR-
NEY

EXHIBIT "D"

Key



Certificado. con
Abuso de marca

REG. - 28193

DIRECCION GENERAL DE
DESARROLLO TECNOLOGICO.
DIRECCION DE PROPIEDAD INDUSTRIAL
DEPTO. DE MARCAS Y ASUNTOS CONTENCIOSOS

SECRETARIA DE
COMERCIO Y
FOMENTO INDUSTRIAL

313-94

MARCA: 441506

ASUNTO: Se ha tomado debida nota del trámite que se indica.

México D.F., a 7 de Abril de 1994.

LIC. MANUEL M SOTO

MORAS 822 COL. ACACIAS
03230 MEXICO, D.F.

040050

En atención a su escrito de 30 de Marzo de 1994, considerando que el contenido del título de la marca de referencia expedido como constancia de su registro es en parte incorrecto, y de conformidad con las constancias por las cuales se integra su expediente, se le comunica que esta Dirección General ha tomado debida nota de que en el concepto que a continuación se indica debe constar:

Nombre: SOLO SERVE CORPORATION

Domicilio: 1610 CORNERWAY BLVD. 78219-2916
SAN ANTONIO, TEXAS
ESTADOS UNIDOS

La suscrita firma el presente de acuerdo a lo dispuesto por los Artículos 2º Fracciones III, IV y Tercero Transitorio del Reglamento Interior de esta Secretaría, publicado en el Diario Oficial de la Federación el 10 de Abril de 1993, 5º fracción XVI inciso h) y último párrafo del acuerdo que adscribe Unidades Administrativas y delega facultades en los Subsecretarios, Oficial Mayor, Jefes de Unidad, Directores Generales u otros subalternos de la Secretaría de Comercio y Fomento Industrial, publicado en el citado Órgano Informativo el 27 de Marzo de 1994.

EXHIBIT 'E'



SECRETARIA DE
COMERCIO Y
FOMENTO INDUSTRIAL

SECRETARIA GENERAL DE
INDUSTRIA TECNOLÓGICA,
DIRECCIÓN DE PROPIEDAD INDUSTRIAL
DEPARTAMENTO DE MARCAS Y ASUNTOS CONTENCIOSOS

316-94

MARCA: 441506

EFECTUO de la materia del asunto del tramite que se indica.

Fecha: D.F. a 7 de Abril de 1994.

040950

A T E N T A M E N T E .
S U P R A D I T O E F E C T I V O . N O R E E L E C C I O N .
C O M P A Ñ A D E L D E P A R T A M E N T O

ENCARGADO DE LA OFICINA DELEGADA BECERRIL.

... de ... Periodicas.

Pen