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04-12-2000

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Please record the attached

03-01-2000

Commissioner
or copy to

U.S. Patent & TMO/TM Mail Rpt Dt. #30

<p>1. Name of conveying party(ies): Clifford & Wills, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State New Jersey <input type="checkbox"/> Other _____</p>	<p>2. Name and address of receiving party(ies): Name: Spiegel Catalog, Inc.</p> <p>Street Address: 3500 Lacey Road City: Downers Grove State: IL ZIP: 60515 5432</p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - State Delaware <input type="checkbox"/> Other _____</p>		
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: February 17, 2000</p>	<p>If Assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> YES <input type="checkbox"/> NO (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? ___YES ___NO</p>		
<p>4. Application number(s) or patent number(s):</p> <table border="0"> <tr> <td data-bbox="82 1024 760 1087">A. Trademark Application No. (s)</td> <td data-bbox="760 1024 1529 1087">B. Trademark Registration No. (s) 1,744,365; 1,841,377; 1,320,047; 1,658,093</td> </tr> </table> <p style="text-align: center;">Additional numbers attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>		A. Trademark Application No. (s)	B. Trademark Registration No. (s) 1,744,365; 1,841,377; 1,320,047; 1,658,093
A. Trademark Application No. (s)	B. Trademark Registration No. (s) 1,744,365; 1,841,377; 1,320,047; 1,658,093		
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Angelo J. Bufalino</p> <p>Internal Address: VEDDER PRICE KAUFMAN & KAMMOLZ</p> <p>Street Address: 222 N. LaSalle Street</p> <p>City: Chicago State: IL ZIP: 60601</p>	<p>6. Total number of applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41)... \$ <u>115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 22-0259 (Attach duplicate copy of this page if paying by deposit account)</p>		

DO NOT USE THIS SPACE

04/ 2/2000 DNGUYEN 00000239 1744365

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

Angelo J. Bufalino _____
Name of person signing Signature

February 28, 2000

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

ASSIGNMENT

This Agreement is entered into this 17 of February, 2000 by and between Clifford & Wills, Inc., a New Jersey corporation, having a principal place of business at 770 Broadway, 12th Floor, New York, New York 10003 (hereinafter "ASSIGNOR") and Spiegel Catalog, Inc., a Delaware corporation, having a principal place of business at 3500 Lacey Road, Downers Grove, Illinois 60515 (hereinafter "ASSIGNEE").

NOW THEREFORE, in consideration of and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over unto said Assignee the entire right, title and interest in and to the below listed United States trademark registrations, together with the good will of the business symbolized by the said marks and said registrations and in accordance with which the said mark is used, together with all common law rights of associated with the marks or registrations.

CW	Reg. No.	1744365
CW		1841377
CLIFFORD & WILLS		1320047
CLIFFORD & WILLS		1658093

Assignor: *[Signature]*
2/17/00

Assignee: *[Signature]*

Date: 2-17-00
Place: New York Ny

Date: 2-17-00
Place: New York, ny.