FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

09-29-2000

101474956

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

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

Conveyance Type

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

Effective Date Month Day Year

Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date Month Day Year: 111299

Name: J. C. Penney Company, Inc.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[ ] Citizenship/State of Incorporation/Organization: Delaware

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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: Delaware

FOR OFFICE USE ONLY

09/28/2000 MTHAI1 00000301 0822921

01 FC:481 40.00 OP
02 FC:482 3525.00 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.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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: Alan S. Langer

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano, Tx 75023-3698

Address (line 4): (972) 431-1253

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 11

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			0822921	1089757	0292573
			1597593	1273663	2154874
			1226758	2189002	2149284

Number of Properties

Enter the total number of properties involved. # 142

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 3565.00

Method of Payment: Enclosed [X] 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 [X]

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.

Alan S. Langer, Senior Counsel — Name of Person Signing

Alan Langer — Signature

9/20/00 — Date Signed

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Name: J. C. Penney Company, Inc.

Execution Date (Month Day Year): 111299

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[ ] Citizenship State of Incorporation/Organization: Delaware

Receiving Party

Enter Additional Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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 the Assignment.)*

[ ] Citizenship/State of Incorporation/Organization: Delaware

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			2158680	1436519	0977365
			0824962	0164833	1210578
			2195308	1521902	1440616
			1354370	2140713	1319486
			1658249	1415050	0238636
			1263690	1489415	2260001
			1647498	1460726	1174285

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date (Month Day Year): 111299

Name: J. C. Penney Company, Inc.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[ ] Citizenship State of Incorporation/Organization: Delaware

Receiving Party

Enter Additional Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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 the Assignment.)*

[ ] Citizenship/State of Incorporation/Organization: Delaware

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			2210945	1421941	1294525
			1685724	2150709	1309147
			0864084	0971914	0831111
			1355444	1298926	1162585
			1255383	1249042	1471498
			1221838	0746669	1245843
			1249037	1249041	1471497

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party
Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date (Month Day Year): 111299

Name: J. C. Penney Company, Inc.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[ ] Citizenship State of Incorporation/Organization: Delaware

Receiving Party
Enter Additional Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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 the Assignment.)*

[ ] Citizenship/State of Incorporation/Organization: Delaware

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			1255382	2192093	1441275
			1496778	1378110	1582706
			1377400	1492353	1642442
			2266337	2266424	1421983
			1247755	1261491	2197706
			1794025	1276301	1211108
			1498750	1145079	1282559

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party
Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name: J. C. Penney Company, Inc. — 111299

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[ ] Citizenship State of Incorporation/Organization: Delaware

Receiving Party
Enter Additional Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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 the Assignment.)*

[ ] Citizenship/State of Incorporation/Organization: Delaware

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			1463678	1814866	1559063
			1552797	1245382	1272850
			1256191	1236431	1236430
			1203687	1398622	1771577
			1402245	2195381	1978252
			1755461	1909273	1636195
			1504051	1270847	1190792

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party
Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date (Month Day Year): 111299

Name: J. C. Penney Company, Inc.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[ ] Citizenship State of Incorporation/Organization: Delaware

Receiving Party
Enter Additional Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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 the Assignment.)*

[ ] Citizenship/State of Incorporation/Organization: Delaware

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			0813357	0883980	0785246
			1096830	1461936	1537448
			1536485	1703294	1912607
			1227636	1370232	0434349
			0830219	0859113	2187573
			1234117	1658737	1657851
			1653741	1282573	1455438

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date (Month Day Year): 111299

Name: J. C. Penney Company, Inc.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[ ] Citizenship State of Incorporation/Organization: Delaware

Receiving Party

Enter Additional Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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 the Assignment.)*

[ ] Citizenship/State of Incorporation/Organization: Delaware

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			1539393	1275257	1502274
			1510969	1503930	1836230
			0956534	1208556	1207043
			1313531	1233695	1542649
			1404163	1568525	0797853
			0231906	1340898	1277524
			0714777	2124369	1858656

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

[ ] Mark if additional names of conveying parties attached

Name: J. C. Penney Company, Inc.

Execution Date (Month Day Year): 111299

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other:

[ ] Citizenship State of Incorporation/Organization: Delaware

Receiving Party

Enter Additional Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: J. C. Penney Private Brands, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 6501 Legacy Drive

Address (line 2): Legal Dept. A1 MS: 1115

Address (line 3): Plano (City) TX (State/Country) 75023-3698 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] 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 the Assignment.)*

[ ] Citizenship/State of Incorporation/Organization: Delaware

Trademark Application Number(s) or Registration Number(s)

[X] 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)		
			1449840	1435788	1252323
			1537400	1220104	1486179
			1499693		

ASSIGNMENT

WHEREAS J. C. Penney Company, Inc. ("Assignor"), a Delaware corporation, located and doing business at 6501 Legacy Drive, Plano, Texas 75024, is the owner of the trademarks in the attached Schedule A which are registered with the United States Patent and Trademark Office; and

WHEREAS J. C. Penney Private Brands, Inc., a Delaware corporation, located and doing business at 6501 Legacy Drive, Plano, Texas 75024, is desirous of acquiring said marks and registrations.

NOW, THEREFORE, as a contribution of capital from Assignor to J. C. Penney Private Brands, Inc. and other good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does, effective September 1, 1999, hereby assign to said to J. C. Penney Private Brands, Inc. all its right, title and interest in and to said marks, including all rights in the trade dress and packaging relating thereto, and any other rights which Assignor may have acquired with respect thereto pursuant to common law or any other law, together with the goodwill of the business symbolized by the marks and their respective registrations.

ASSIGNOR warrants and represents that it has made no prior assignment of the above identified registrations and there exists no mortgage, lien, or other encumbrance upon these said registrations; and that it has received no notices of, nor is it aware of, any claims by third parties of prior rights in and to the said marks.

This Assignment is executed at Plano, Texas this 12th day of November, 1999.

J. C. Penney Company, Inc.

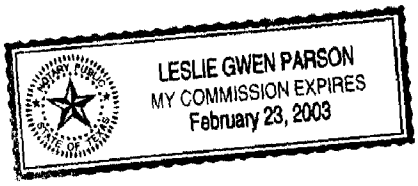
DaMcKay

Donald A. McKay
Executive Vice President and
Chief Financial Officer

y:\marketin\alanger\agr\brandsassn.doc

State of Texas)
County of Collin)

On this 12 day of November, 1999 before me personally came Donald A. McKay to me known and known to me to be the Executive Vice President and Chief Financial Officer of J. C. Penney Company, Inc., the corporation described in and which executed the above instrument and acknowledged that she executed the foregoing Assignment on behalf of J. C. Penney Company, Inc. and pursuant to authority duly received.



Leslie Gwen Parson
Notary Public
State of Texas

y:\marketin\alanger\agr\brandsassn.doc

SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
ACTION BACK	239,743	822,921
ACTIVE LEGS	96,919	1,089,757
ADONNA	321,549	292,573
ADONNA WOMAN	832,577	1,597,593
ALICIA	412,712	1,273,663
ALLISON ANN	75/267,771	2,154,874
APPARATUS	346,567	1,226,758
ARIZONA JEAN CO.	75/262,197	2,189,002
AZ	75/263,465	2,149,284
B. C. TEE BUSINESS CASUAL TEE	75/267,756	2,158,680
BETH MICHAELS	622,585	1,436,519
BIG MAC	448,221	977,365
BIG MAC	243,012	824,962
BIG MAC	167,191	164,833
BIG MAC AND DEVICE	277,504	1,210,578
BRIGHT FUTURE	75/320,236	2,195,308
CABIN CREEK	713,731	1,521,902
CABIN CREEK	614,707	1,440,616

SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
CAPITOL COLLECTION	73/519,227	1,354,370
CHRISTIE & JILL	74/245,295	2,140,713
CITY STREETS	462,812	1,319,486
CLASSIC TRADITIONS	74/110,209	1,658,249
COMFORT TOUCH	567,871	1,415,050
COMPASS & DEVICE	255,677	238,636
CREDENTIALS	387,408	1,263,690
DELICATES	641,241	1,489,415
DELICATES SPA	75/408,161	2,260,001
DENIM EXTRA	075,189	1,647,498
DIGITAL 5000 SERIES	650,375	1,460,726
DIVIDEND DOZEN	245,788	1,174,285
DIVIDENDS MATERNITY	75/380,783	2,210,945
DYNASTY	550,546	1,421,941
EAST 5TH	427,620	1,294,525
EXECUTIVE QUARTERS	017,686	1,685,724
FASHION INFLUENCES	75/262,198	2,150,709

[illegible] SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
FIFTH GEAR & DEVICE	461,640	1,309,147
FLEXSIDE	295,950	864,084
FLEXXTRA	432,233	971,914
GLENSHIRE	252,795	831,111
GLORIUS & DEVICE	427,621	1,355,444
GREAT CONNECTIONS	449,355	1,298,926
HARD NOSE	242,110	1,162,585
HUNT CLUB	349,629	1,255,383
HUNT CLUB	338,101	1,249,042
HUNT CLUB	662,529	1,471,498
HUNT CLUB	331,560	1,221,838
HUNT CLUB	134,732	746,669
HUNT CLUB	371,277	1,245,843
HUNT CLUB & DESIGN	332,718	1,249,037
HUNT CLUB & DESIGN	338,100	1,249,041
HUNT CLUB & DESIGN	662,522	1,471,497
HUNT CLUB & DESIGN	349,628	1,255,382

UNITED STATES SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
HUNT CLUB & DESIGN (Golf ball with clubs)	75/313,455	2,192,093
J.T. BECKETT	583,957	1,441,275
JACQUELINE FERRAR	690,114	1,496,778
JACQUELINE FERRAR	545,162	1,378,110
JACQUELINE FERRAR	813,024	1,582,706
JACQUELINE FERRAR	545,161	1,377,400
JACQUELINE FERRAR	693,860	1,492,353
JACQUELINE FERRAR	017,685	1,642,442
JCPENNEY HOME COLLECTION	75/382,798	2,266,337
JCPENNEY HOME COLLECTION & DESIGN	75/400,174	2,266,424
JCPENNEY TOWEL, THE	600,741	1,421,983
JONATHAN MICHAEL	344,057	1,247,755
KOBE	379,648	1,261,491
LISETTE	75/323,165	2,197,706
LIZ BAKER	035,481	1,794,025
LIZ BAKER	411,929	1,276,301

SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
LUSTRE-SILK	237,801	1,211,108
MARIE ELLYSE	73/699,031	1,498,750
MATCH FACTORY	196,784	1,145,079
MICHAEL JAMES	378,417	1,282,559
MIXED BLUES	650,173	1,463,678
MIXED BLUES	74/384,367	1,814,866
MIXIT	674,491	1,559,063
MIXIT	691,052	1,552,797
MORRO BAY	334,515	1,245,382
MOSS CREEK TRADERS	404,549	1,272,850
MOTION JACKET	347,925	1,256,191
MOTION PANTS	344,902	1,236,431
MOTION SKIRT	344,901	1,236,430
NANA'S PET	73/316,324	1,203,687
NEW MOVES	567,870	1,398,622
NEW MOVES	74/323,165	1,771,577
OKIE-DOKIE	541,031	1,402,245
OKIE-DOKIE	75/327,048	2,195,381

SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
ORIGINAL ARIZONA JEAN CO., THE	74/681,437	1,978,252
ORIGINAL ARIZONA JEAN CO., THE	74/288,799	1,755,461
ORIGINAL ARIZONA JEAN CO., THE	74/445,281	1,909,273
ORIGINAL ARIZONA JEAN CO., THE	73/826,188	1,636,195
PAR FOUR	705,348	1,504,051
PAR-FOUR	409,187	1,270,847
PAR-FOUR	308,450	1,190,792
PENNCRAFT	209,453	813,357
PENNEYS	313,779	883,980
PICKET AND POST	161,419	785,246
PLAIN POCKETS	121,165	1,096,830
POSTURE ULTIMATE	632,088	1,461,936
POTOMAC COLLECTION	73/699,032	1,537,448
POTOMAC SPORT	73/750,521	1,536,485
PROTOCOL	74/212,407	1,703,294
QA LOGO	74/488,095	1,912,607
QUAIL RUN	351,395	1,227,636
RAFFERTY	509,323	1,370,232

UNITED STATES SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
RANCHCRAFT	509,949	434,349
SANTA MOUSE	244,733	830,219
SANTA MOUSE	244,732	859,113
SENSIBLE SHEERS	75/320,000	2,187,573
SHEER TOES	226,062	1,234,117
SIMPLY FOR SPORTS	008,505	1,658,737
SIMPLY FOR SPORTS & DESIGN	008,504	1,657,851
SO SOFT BY 9-2-5	74/083,989	1,653,741
ST JOHN'S BAY	73/404,842	1,282,573
ST. JOHN'S BAY	73/636,097	1,455,438
STAFFORD	693,849	1,539,393
STAFFORD	344,864	1,275,257
STAFFORD	73/631,706	1,502,274
STAFFORD	701,325	1,510,969
STJOHN'SBAY	73/706,932	1,503,930
STRIDE WITH PRIDE	74/288,800	1,836,230
SUBTLE SHAPER	393,200	956,534

CONFIDENTIAL SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
SUITED SEPARATES	290,901	1,208,556
SURROUND SOUND	304,737	1,207,043
SWEET TREATS	404,878	1,313,531
THE 9-2-5 COLLECTION	73/356,607	1,233,695
TIDEWATER TRADERS AND DESIGN	73/750,520	1,542,649
TOWNCRAFT	573,635	1,404,163
TOWNCRAFT	794,613	1,568,525
TOWNCRAFT	210,343	797,853
TOWNCRAFT	247,084	231,906
TRACK & COURT	73/463,140	1,340,898
TRACK & COURT	361,907	1,277,524
TRAVEL-COOL	101,030	714,777
ULTIMATE UPLIFT	75/113,587	2,124,369
ULTRAFORM	74/463,027	1,858,656
UNDERSCORE	632,087	1,449,840
VANDEMERE	622,589	1,435,788
WEEKENDS IN CALIFORNIA AND DEVICE	333,819	1,252,323
WHITNEY BROOKS	73/750,582	1,537,400

SCHEDULE A

TRADEMARK	SERIAL NO.	REG. NO.
WINDSOR BAY	338,425	1,220,104
WORTHINGTON	646,168	1,486,179
YARN WORKS	770,113	1,499,693

RECORDED: 09/20/2000
TRADEMARK
REEL: 002143 FRAME: 0450