

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

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

- 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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other Release and Reassignment

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name The Chase Manhattan Bank 12222000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other Bank
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Service Merchandise Company, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 7100 Service Merchandise Drive

Address (line 2) _____

Address (line 3) Brentwood Tennessee 37027
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Tennessee

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.)

FOR OFFICE USE ONLY

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

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

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

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)		
<input type="text" value="75075403"/>	<input type="text" value="75222183"/>	<input type="text" value="75075402"/>	<input type="text" value="1874877"/>	<input type="text" value="1587308"/>	<input type="text" value="1766432"/>
<input type="text" value="75075413"/>	<input type="text" value="75222184"/>	<input type="text" value="75075448"/>	<input type="text" value="2045846"/>	<input type="text" value="2045849"/>	<input type="text" value="1834984"/>
<input type="text" value="75075400"/>	<input type="text" value="75228564"/>	<input type="text" value="75228563"/>	<input type="text" value="2043407"/>	<input type="text" value="2071445"/>	<input type="text" value="1480163"/>

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.

Elaine D. Ziff

January 11, 2001

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0851-0027

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

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

B.A. Pargh Co., Inc.

DBA/AKA/TA

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

Tennessee

37027

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization Tennessee

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.)

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

Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

75228030	75233275	75239072
75232276	75232277	75232278
75232279	75233280	75233281
	75233282	75233283
75100971	75227720	75264881
74191678	75323593	75232751
75239283	75232752	75232753

1936927	1644051	1077145
1431570	2045848	1392761
2045847	1432441	1235691
1227342	1596430	1898121
1797744	1430171	1752610
1715859	1840173	1799595
1730986	2043706	1776747

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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U.S. Department of Commerce
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TRADEMARK

Conveying Party Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name H.J. Wilson Co., Inc.

DBA/AKATA

Composed of

Address (line 1) 7100 Service Merchandise Drive

Address (line 2)

Address (line 3) Brentwood Tennessee 37027
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Louisiana

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)		
<input type="text"/> 75232754	<input type="text"/> 75232755	<input type="text"/> 75232756	<input type="text"/> 2053680	<input type="text"/> 1785507	<input type="text"/> 1791631
<input type="text"/> 75232757	<input type="text"/> 75247492	<input type="text"/> 75323929	<input type="text"/> 1800114	<input type="text"/> 2040417	<input type="text"/> 1714528
<input type="text"/> 75231089	<input type="text"/> 75231092	<input type="text"/> 75231088	<input type="text"/> 1772909	<input type="text"/> 1830299	<input type="text"/> 1856766
<input type="text"/> 75099794	<input type="text"/> 75264828	<input type="text"/> 74737234	<input type="text"/> 1854731	<input type="text"/> 1762079	<input type="text"/> 1774198
<input type="text"/> 75264834	<input type="text"/> 75228556	<input type="text"/> 75242888	<input type="text"/> 1836126	<input type="text"/> 1798639	<input type="text"/> 1799399
<input type="text"/> 75103100	<input type="text"/> 75321849	<input type="text"/> 75255897	<input type="text"/> 1779060	<input type="text"/> 1698346	<input type="text"/> 1833353
<input type="text"/> 75227797	<input type="text"/> 75231090	<input type="text"/> 75264838	<input type="text"/> 1937998	<input type="text"/> 1931313	<input type="text"/> 1738334

**RECORDATION FORM COVER SHEET
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Conveying Party Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)		
<input type="text" value="75257091"/>	<input type="text" value="75257089"/>	<input type="text" value="75258535"/>	<input type="text" value="1815910"/>	<input type="text" value="1783452"/>	<input type="text" value="1756104"/>
<input type="text" value="75258536"/>	<input type="text" value="75304643"/>	<input type="text" value="75061124"/>	<input type="text" value="1794697"/>	<input type="text" value="1955901"/>	<input type="text" value="1788049"/>
<input type="text" value="75063511"/>	<input type="text" value="75231091"/>	<input type="text" value="75239071"/>	<input type="text" value="1834656"/>	<input type="text" value="1790800"/>	<input type="text" value="1728694"/>
<input type="text" value="75232850"/>	<input type="text" value="75232851"/>	<input type="text" value="75232852"/>	<input type="text" value="1490201"/>	<input type="text" value="2059212"/>	<input type="text" value="1244502"/>
<input type="text" value="75232853"/>	<input type="text" value="75232854"/>	<input type="text" value="75232855"/>	<input type="text" value="1689871"/>	<input type="text" value="1723502"/>	<input type="text" value="1852910"/>
<input type="text" value="75232856"/>	<input type="text" value="75232857"/>	<input type="text" value="75232858"/>	<input type="text" value="1822407"/>	<input type="text" value="1797586"/>	<input type="text" value="1797585"/>
<input type="text" value="74567608"/>	<input type="text" value="75228562"/>	<input type="text" value="75073392"/>	<input type="text" value="1225792"/>	<input type="text" value="1766722"/>	<input type="text" value="1969458"/>

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Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

Homeowners Warehouse, Inc.

DBA/AK/A

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

Tennessee

37027

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

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)

75163367	75163368	75264835
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registration Number(s)

1945968	1406674	2035618
1822107	1787213	1953620
1850338	1766670	1556753
1842990	2049167	2067175
1831754	1782600	1890611
1829998	1829823	1784017
1249094	1525891	1803256

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Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1957770"/>	<input type="text" value="2086877"/>	<input type="text" value="2013736"/>
<input type="text" value="1724622"/>	<input type="text" value="1789448"/>	<input type="text" value="1582912"/>
<input type="text" value="2065699"/>	<input type="text" value="2070666"/>	<input type="text" value="1684379"/>
<input type="text" value="1745210"/>	<input type="text" value="1797743"/>	<input type="text" value="1768959"/>
<input type="text" value="1714695"/>	<input type="text" value="2084589"/>	<input type="text"/>
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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

Tennessee

37027

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Conveying Party Mark if additional names of conveying parties attached

Enter Additional Conveying Party Execution Date
Month Day Year

Name

Formerly

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Other

Citizenship State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKATA

Composed of

Address (line 1)

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City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Individual General Partnership Limited Partnership 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.)

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

Service Merchandise Co. No. 35, Inc.

DBA/AK/A/T/A

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

Tennessee

37027

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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)

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/95
OMB 0651-0027

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

Conveying Party Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

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Trademark Application Number(s)			Registration Number(s)		
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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

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Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

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DBA/AKA/TA

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City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

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Trademark Application Number(s)			Registration Number(s)		
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RECORDATION FORM COVER SHEET
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

Tennessee

37027

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Nevada

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.)

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

Mark if additional numbers attached

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Registration Number(s)

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Execution Date
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Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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Trademark Application Number(s)

Registration Number(s)

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Name

DBA/AKA/TA

Composed of

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Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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

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Trademark Application Number(s)

Registration Number(s)

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

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

Service Merchandise of Texas Limited Partnership

DBA/AKATA

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

City

Tennessee

State/Country

37027

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Delaware

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.)

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

Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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OMB 0651-0027

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

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

SMC Aviation, Inc.

DBA/AK/A/T/A

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

Tennessee

37027

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

New Hampshire

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.)

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

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Trademark Application Number(s)

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TRADEMARK

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Execution Date
Month Day Year

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Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

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

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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

The Toy Store, Inc.

DBA/AKA/TA

Composed of

Address (line 1)

7100 Service Merchandise Drive

Address (line 2)

Address (line 3)

Brentwood

Tennessee

37027

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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TRADEMARK

Conveying Party Mark if additional names of conveying parties attached

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Name Execution Date

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership 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)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

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Trademark Application Number(s)			Registration Number(s)		
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RELEASE AND REASSIGNMENT

This **RELEASE AND REASSIGNMENT** is granted on this 22nd day of December, 2000 by The Chase Manhattan Bank, a New York chartered bank with a place of business at 200 Jericho Quadrangle, Jericho, New York 11753 ("Assignor"), as the collateral agent under the Amended and Restated Security Agreement and Collateral Assignment, dated as of September 10, 1997 (the "Security Agreement"), in favor of Service Merchandise Company, Inc., a Tennessee corporation with a place of business at 7100 Service Merchandise Drive, Brentwood, Tennessee 37027 ("First Assignee") and B.A. Pargh Co., Inc., a Tennessee corporation, H.J. Wilson Co., Inc., a Louisiana corporation, H.J. Wilson Co. Realty, Inc., a Texas corporation, Homeowners Warehouse, Inc., a Florida corporation, Service Merchandise Co. Broad, Inc., a Tennessee corporation, Service Merchandise Company of Iowa, Inc., a Tennessee corporation, Service Merchandise Company of Kansas, Inc., a Tennessee corporation, Service Merchandise Co. No. 30, Inc., a Tennessee corporation, Service Merchandise Co. No. 34, Inc., a Tennessee corporation, Service Merchandise Co. No. 35, Inc., a Tennessee corporation, Service Merchandise Co. No. 51, Inc., a Illinois corporation, Service Merchandise Co. No. 93, Inc., a Tennessee corporation, Service Merchandise Co. No. 99, Inc., a Nevada corporation, Service Merchandise Financial Co., Inc., a Tennessee corporation, Service Merchandise Indiana Partners, an Indiana Partnership, Service Merchandise of Tennessee Limited Partnership, a Delaware Partnership, Service Merchandise of Texas Limited Partnership, a Delaware Partnership, SMC Aviation, Inc., a New Hampshire corporation, SMC-HC, Inc., a Tennessee corporation, The Toy Store, Inc., a Tennessee corporation, and Wholesale Supply Company, Inc., a Tennessee corporation (the "Additional Assignees" and together with the "First Assignee" the "Assignees").

WHEREAS, in connection with the Credit Agreement, dated as of June 8, 1994 (as amended pursuant to the First Amendment thereto, dated April 13, 1995, the Second Amendment thereto, dated as of May 23, 1996, the Third Amendment thereto, dated as of September 16, 1996, the Fourth Amendment thereto, dated as of January 15, 1997, and the Fifth Amendment thereto, dated as of March 25, 1997), among the First Assignee, the financial institutions parties thereto, and the Assignor, as administrative agent (the "Credit Agreement"), the First Assignee entered into the Company Security Agreement, dated as of March 25, 1997 (the "Company Security Agreement"), and, in conjunction with the security interest granted thereunder, further entered into an Assignment of Security Interest in United States Trademarks and Patents, dated as of June 16, 1997 (the "Assignment of Security Interest"), assigning and granting Assignor, as collateral agent, a security interest in all of First

assigning and granting Assignor, as collateral agent, a security interest in all of First Assignee's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications set forth on Schedule A to the Assignment of Security Interest;

WHEREAS, the Assignment of Security Interest was recorded in the United States Patent and Trademark Office on July 7, 1997, at Reel 1605/Frame 0935 et. seq.;

WHEREAS each Additional Assignee (other than Wholesale Supply Company, Inc.) entered into the Subsidiary Security Agreement, dated as of March 25, 1997 (the "Subsidiary Security Agreement") which was not recorded in the United States Patent and Trademark Office;

WHEREAS, in connection with the Amended and Restated Credit Agreement, dated as of September 8, 1997 among the First Assignee, the Assignor, as collateral agent, and Citicorp USA, Inc. as documentation Agent, (the "Restated Credit Agreement"), the Assignees entered into the Security Agreement, consolidating, amending and restating in their entirety the Company Security Agreement and the Subsidiary Security Agreement, and granting Assignor, as collateral agent, a security interest in all of Assignees' trademarks listed on Schedule A to the Security Agreement;

WHEREAS, the Security Agreement was recorded in the United States Patent and Trademark Office on December 18, 1997, at Reel 1676/Frame 0257 et. seq.;

WHEREAS, Assignor has discharged Assignees from the Indebtedness (as defined in the Security Agreement) and all other Secured Obligations set forth in the Security Agreement and the Restated Credit Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby terminates and releases its security interest in and lien upon the security (as defined in the Security Agreement) including but not limited to the trademarks set forth in Exhibit A hereto and the goodwill of the business symbolized thereby, and reassigns to Assignee any and all right, title, and interest in such trademarks and goodwill previously assigned to it by Assignees.

IN WITNESS WHEREOF, Assignor has caused this **RELEASE AND REASSIGNMENT** to be duly executed and delivered by its officer thereunto duly authorized as of the date here above first written.

The Chase Manhattan Bank,
as Collateral Agent

By: 

Name:

Title:

MARY L. BERLEMAN
VP

Schedule A To
Security Agreement

Service Merchandise Company, Inc.

<i>SMC File Number</i>	<i>Service Merchandise Marks</i>	<i>Date Filed</i>	<i>Registration/ Serial Number</i>	<i>Date Registered</i>
97-00047	Hillsboro	03/27/97	75/264834	ITU
97-00040	Holly Tree	11/02/92	1,945,968	
96-00026	Holly Tree	01/09/97	75/228556	
97-00004	Huggettes	02/18/97	75/242888	ITU
97-00083	Impressions	01/17/86	1,406,674	
96-00005	Indulgences	05/13/96	75/103100	ITU
95-00042	Kidde Kare	03/07/96	2,035,618	
97-00001	Kidde Kare	07/01/97	75/321849	ITU
	Kids Central	06/16/92	1,822,107	
	Kids Central USA	11/02/92	1,787,213	
97-00084	Love and Kisses	12/06/93	1,953,620	
96-00036	Magnolia Hall Collection	03/12/97	75/255897	
97-00085	Manorwood	02/09/93	1,850,338	
97-00086	Masler Studio	02/13/92	1,766,670	
96-00041	Mixables	01/06/97	75/227797	ITU
96-00042	Mixables	01/06/97	75/231090	ITU
97-00048	Monterey	03/27/97	75/264838	ITU
97-00088	Multiflex	12/14/88	1,556,753	
96-00004	Nature's Legacy	10/01/93	1,842,990	
96-00021	Nature's Legacy	05/20/96	2,049,167	
96-00022	Nature's Legacy	03/14/97	75/257091	
96-00023	Nature's Legacy	03/14/97	75/257089	
96-00025	Nature's Legacy	05/30/96	2,067,175	
97-00041	Nature's Legacy	03/17/97	75/258535	
97-00045	Nature's Legacy	03/17/97	75/258536	
	Options	02/13/92	1,831,754	
	Options	11/23/92	1,782,600	
97-00089	Pine Harbour	03/22/93	1,890,611	
	Pizazz	04/24/92	1,829,998	
	Pizazz	04/24/92	1,829,823	
96-00001	Preferred Stock	06/07/97	75/304643	
96-00011	Preferred Stock	08/02/91	1,784,017	
96-00019	Preferred Stock	02/22/96	75/061124	ITU
96-00051	Preferred Stock	02/26/96	75/063511	ITU

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TRADEMARK
REEL: 1676 FRAME: 0261TRADEMARK
REEL: 002176 FRAME: 0419

Schedule A To
Security Agreement

Service Merchandise Company, Inc.

<i>SMC File Number</i>	<i>Service Merchandise Marks</i>	<i>Date Filed</i>	<i>Registration/ Serial Number</i>	<i>Date Registered</i>
96-00047	Preferred Stock	01/06/97	75/231091	ITU
97-00006	Preferred Stock	02/10/97	75/239071	ITU
97-00007	Preferred Stock	01/29/97	75/232850	ITU
97-00008	Preferred Stock	01/29/97	75/232851	ITU
97-00009	Preferred Stock	01/29/97	75/232852	ITU
97-00010	Preferred Stock	01/29/97	75/232853	ITU
97-00011	Preferred Stock	01/29/97	75/232854	ITU
97-00012	Preferred Stock	01/29/97	75/232855	ITU
97-00013	Preferred Stock	01/29/97	75/232856	ITU
97-00014	Preferred Stock	01/29/97	75/232857	ITU
97-00015	Preferred Stock	01/29/97	75/232858	ITU
97-00090	Pro Sport	05/14/82	1,249,094	
97-00091	Pro Sport	04/27/87	1,525,891	
97-00092	Pro Sport	02/16/93	1,803,256	
97-00093	Pro Sport	03/17/95	1,957,770	
95-00064	Regency	08/30/94	74/567608	
96-00046	Regency	01/09/97	75/228562	
95-00040	Regency	09/28/95	2,086,877	ITU
96-00010	Regency	03/14/96	75/073392	ITU
97-00094	Renegade	11/13/95	2,013,736	
97-00095	Royal Symphony Collection	10/11/90	1,724,622	
95-00067	Seaborne	06/22/95	2,084,589	ITU
97-00096	Scarborough Fair	12/29/92	1,789,448	
97-00098	Service Merchandise	12/12/88	1,582,912	
97-00102	Smart Center	06/14/95	2,065,699	
96-00031	SMMART	09/09/96	75/163367	
96-00032	SMMART	09/09/96	75/163368	
95-00051	Solowires	10/26/95	2,070,666	
97-00002	Spirit of Hope	03/27/97	75/264835	ITU
97-00103	Strausbourg Manor	05/23/90	1,684,379	
97-00104	Sunbrass	08/02/91	1,745,210	
97-00105	Symphony of Color Collection	02/16/93	1,797,743	
97-00106	The Extra Incentive	08/01/91	1,768,959	
97-00107	The Jefferson Mint Collection	05/21/90	1,714,695	

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TRADEMARK
REEL: 1676 FRAME: 0262TRADEMARK
REEL: 002176 FRAME: 0420

**Schedule A To
Security Agreement**

Service Merchandise Company No. 51, Inc.

<i>SMC File Number</i>	<i>SMC #51 Marks</i>	<i>Date Filed</i>	<i>Registration/ Serial Number</i>	<i>Intent Status</i>
97-00005	A Better Way To Shop. A Better Way To Save	07/28/93	1,874,877	
95-00066	America's Leading Jeweler	12/08/88	1,587,308	
97-00049	America's Leading Jeweler	08/28/92	1,766,432	
95-00004	Business Trends	03/20/96	75/075403	
95-00005	Counterops To Table Tops	03/18/97	2,045,846	
96-00029	Customer Choice	03/18/97	2,045,849	
96-00040	Customer Choice	01/07/97	75/222183	ITU
95-00003	Finer Things	03/20/96	75/075402	
97-00073	Fitness First	11/02/92	1,834,984	
95-00065	Kidessentials	03/11/97	2,043,407	
95-00060	Looking Healthy, Staying Healthy	06/17/97	2,071,445	
97-00087	Mr. Service	04/27/87	1,480,163	
96-00044	Outdoor Living	03/20/96	75/075413	
97-00097	Service Express Logo	10/07/94	1,936,927	
97-00099	Service Merchandise	06/18/90	1,644,051	
97-00100	Service Merchandise (& design)	08/12/76	1,077,145	
97-00101	Service Merchandise (Script Logo)	01/10/86	1,431,570	
96-00030	Service Merchandise The Jewelry, Gift and Home Store Worth Remembering	01/07/97	75/222184	
95-00061	Serving with Style	03/18/97	2,045,848	
	Silent Sam	09/20/85	1,392,761	
95-00003	The Travel Guide	03/18/97	2,045,847	
96-00049	Tis the Season	03/20/96	75/075448	
95-00006	What's Cooking	03/20/96	75/075400	

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TRADEMARK
REEL: 1676 FRAME: 0264

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REEL: 002176 FRAME: 0421

Schedule A To
Security Agreement

B.A. Pargh

<i>Mark</i>	<i>Date Filed</i>	<i>Date Registered</i>	<i>Registration Number</i>
B.A. Pargh	11/04/85	03/10/87	1,432,441

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Schedule A To
Security Agreement

Service Merchandise Company, Inc.

<i>SMC File Number</i>	<i>Service Merchandise Marks</i>	<i>Date Filed</i>	<i>Registration/ Serial Number</i>	<i>Date Registered</i>
	The Main Aisle/design	08/20/80	1,235,691	
95-00062	Timber Top (design)	08/20/80	1,227,342	
95-00063	Timber Top	12/27/88	1,596,430	
96-00048	Timber Top	01/09/97	75/228564	
96-00024	Design Only (Timber Top twin peaks)	01/09/97	75/228563	
96-00035	Timber Top	01/10/97	75/228030	ITU
97-00108	Unique Expressions	09/04/92	1,898,121	
97-00109	VIP Logo	02/17/93	1,797,744	
97-00110	VIP-Benchmark etc./design	10/30/85	1,430,171	
97-00111	Wellington Collection	05/15/92	1,752,610	
97-00112	Wellington Collection	12/23/91	1,715,859	
97-00028	West End	01/29/97	75/233275	ITU
97-00029	West End	02/10/97	75/239072	ITU
97-00030	West End	01/29/97	75/232276	ITU
97-00031	West End	01/29/97	75/232277	ITU
97-00032	West End	01/29/97	75/233278	ITU
97-00033	West End	01/29/97	75/232279	ITU
97-00034	West End	01/29/97	75/233280	ITU
97-00035	West End	01/29/97	75/233281	ITU
97-00036	West End	01/29/97	75/233282	ITU
97-00037	West End	01/29/97	75/233283	ITU
97-00113	Wholesale Supply Company	09/14/92	1,840,173	
97-00039	Wholesale Supply Company	04/29/96	75/100971	

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TRADEMARK
REEL: 1676 FRAME: 0263TRADEMARK
REEL: 002176 FRAME: 0423

Schedule A To
Security AgreementUnited States Trademarks

Service Merchandise Company, Inc.

<i>SMC File Number</i>	<i>Service Merchandise Marks</i>	<i>Date Filed</i>	<i>Registration/Serial Number</i>	<i>Date Registered</i>
96-00014	1-800-jewelry	07/06/92	1,799,595	
95-00002	Abacus	03/19/92	1,730,986	
95-00046	A with Double Halo Design	05/03/96	2,043,706	
96-00028	Add-A-Y	01/06/97	75/227720	
97-00072	America's Leading Jeweler, First Diamond Account	05/26/92	1,776,747	
95-00052	Angelini	03/07/96	2,053,680	
97-00050	Ashbury	11/23/92	1,785,507	
97-00051	Ashbury	08/14/92	1,791,631	
97-00052	Ashbury	08/02/91	1,800,114	
96-00050	Ashbury	03/14/96	2,040,417	
	Awards Collection	11/22/91	1,714,528	
	Beacon House	05/11/92	1,772,909	
97-00046	Belmont Terrace	03/27/97	75/264881	ITU
95-00045	Brentwood	08/02/91	1,830,299	
97-00053	Brentwood	08/05/91	74/191678	
97-00054	Brentwood	12/07/92	1,856,766	
97-00055	Brentwood	12/07/92	1,854,731	
97-00056	Business Class	08/02/91	1,762,079	
97-00057	Business Class	08/02/91	1,774,198	
97-00058	Caribbean Classics	11/09/92	1,836,126	
97-00118	Color Accent	07/14/97	75/323593	ITU
97-00016	Crown Court	03/27/92	1,798,639	
97-00017	Crown Court	02/16/93	1,799,399	
97-00018	Crown Court	11/23/92	1,779,060	
97-00019	Crown Court	01/29/97	75/232751	ITU
97-00020	Crown Court	02/10/97	75/239283	ITU
97-00021	Crown Court	01/29/97	75/232752	ITU
97-00022	Crown Court	01/29/97	75/232753	ITU
97-00023	Crown Court	01/29/97	75/232754	ITU
97-00024	Crown Court	01/29/97	75/232755	ITU
97-00025	Crown Court	01/29/97	75/232756	ITU
97-00026	Crown Court	01/29/97	75/232757	ITU

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TRADEMARK
REEL: 1676 FRAME: 0424TRADEMARK
REEL: 002176 FRAME: 0424

Schedule A To
Security Agreement

Service Merchandise Company, Inc.

<i>SMC File Number</i>	<i>Service Merchandise Marks</i>	<i>Date Filed</i>	<i>Registration/ Serial Number</i>	<i>Date Registered</i>
97-00027	Crown Court	01/29/97	75/247492	ITU
97-00059	Currentz	11/26/90	1,698,346	
97-00060	Design Studio	07/30/92	1,833,353	
97-00061	Design Studio	11/30/94	1,937,998	
97-00068	Design Studio	10/07/94	1,931,313	
97-00062	Destinations	03/19/92	1,738,334	
97-00063	Destination	06/08/92	1,815,910	
97-00117	Diamond Accent	07/14/97	75/323929	ITU
96-00045	Diamond Suites	01/06/97	75/231089	ITU
96-00037	Diamonte	01/06/97	75/231092	ITU
96-00034	Ear Magic	01/06/97	75/231088	ITU
97-00064	Easy Living	05/25/90	1,783,452	
97-00065	Easy Living	08/02/91	1,756,104	
97-00066	Easy Living	02/16/93	1,794,697	
97-00067	Easy Living	10/07/94	1,955,901	
97-00068	Easy Living	11/23/92	1,788,049	
	Estate Collection	02/19/92	1,834,656	
97-00070	Everything Baby	05/08/92	1,790,800	
97-00071	First Diamond (block letters)	05/14/91	1,728,694	
97-00074	Forge Craft	03/27/87	1,490,201	
96-00020	Forge Craft	05/10/96	2,059,212	
	Free N Easy	01/18/82	1,244,502	
97-00075	Garrard (block)	02/23/88	1,689,871	
97-00076	Garrard (stylized)	02/19/92	1,723,502	
97-00077	Garrard (block)	02/19/92	1,852,910	
97-00078	Garrard (block)	02/19/92	1,822,407	
97-00079	Garrard (block)	04/14/92	1,797,586	
97-00080	Garrard (stylized)	04/14/92	1,797,585	
	Gemini	10/31/90	1,225,792	
	Geoffrey Amman	02/13/92	1,766,722	
97-00081	Giorgio Bernini	10/07/94	1,969,458	
97-00082	Giorgio Bernini	04/29/96	75/099794	
97-00039	Heartlace	03/27/97	75/264828	ITU
97-00003	Hide-A-Gift	06/14/95	74/737234	ITU

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