P002

FORM PTO-1618A Expires 06/30/99 OMS 0661-0027	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
RECORDATE	ON FORM COVER SHEET
l ·	MARKS ONLY
TO: The Commissioner of Patents and Trademarks	: Please record the attached original document(s) or copy(ies).
Submission Type	Conveyance Type
X New	Assignment License
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment Effective Date
Correction of PTO Error Reel # Frame #	Merger Month Day Year
Corrective Document	Change of Name Release and Reassignment
Reel # Frame #	Other Refease 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
X Other Bank	
X Citizenship/State of Incorporation/Organiza	ation New York
Receiving Party	
Name Service Merchandise Company. Ir	16.
DBA/AKA/TA	
Composed of	
Address (line 1) 7100 Service Merchandise Drive	
Address (line 2)	
Address (line 3) Brentwood	Tennessee 37027
Individual General Partnership	State/Country Zip Code 1 imited Partnership If document to be recorded is an
Corporation Association	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic
Other	representative should be attached. (Designation must be a separate
× Citizenship/State of Incorporation/Organiza	document from Assignment) ation Tennessee
	R OFFICE USE ONLY
	e approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and ding this burden estimate to the U.S. Patent and Trademark Office. Chief Information Officer. Washington,
Information Collection Budget Package 0651-0027, Patent and Trademark Assis	nagement and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB griment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS
mail documents to be record	led with required cover sheet(s) information to: ademarks, Box Assignments , Washington, D.C. 20231

1/12/2001

FORM PTO-16181	3	Page 2		Paten	epartment of Commerce t and Trademerk Office TRADEMARK
Domestic Representative Name and Address Enter for the first Receiving Party only.					
Name					
Address (line 1)					
Address (tine 2)					
Address (line 3)					
Address (line 4)					
Correspondent	Name and Address	Area Code and Teleph	one Number 2	12-735-3000	
Name E	laine D. Ziff				
Address (line 1) Sk	adden, Arps, Slate, M	eagher & Flow LLP			
Address (line 2) Fo	our Times Square			1.00	
Address (line 3) Ne	w York, New York 100	36			
Address (line 4)					
Pages Enter the total number of pages of the attached conveyance document # 10					
Trademark App	lication Number(s)	or Registration N	umber(s)	المستحدث	al numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).					
75075403	75222183 75		87 4 877	tration Number(s	1766432
75075413	75222184 7	5075448	2045846	2045849	1834984
75075400	75228564	5228563	2043407	2071445	1480163
Number of Pro	perties Enter the to	tal number of properti	es involved.	# 181	10
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 4540					
Method of Payment: Enclosed Deposit Account X Deposit Account					
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 19-2385					
Authorization to charge additional fees: Yes X No 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 Lue J-Zy January 11, 2001					
Name of P	erson Signing	Signat	ufe	<u>.</u>	ate Signed

RECORDATION FO FORM PTO-1618C CONTIN Expires 06/30/99 TRADEMA	IUATION	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 Lin	nited Partnership Corporati	on Association
Other		
Citizenship State of Incorporation/Organization		
Receiving Party Enter Additional Receiving Party Mar	k 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 State/Country	37027 Zip Code
Individual General Partnership X Corporation Association	Limited Partnership If d ass not app	ocument to be recorded is an ignment and the receiving party is domiciled in the United States, an pointment of a domestic resentative should be attached
Other		signation must be a seperate :ument from the Assignment.)
Citizenship/State of Incorporation/Organization	Теппеssee	
Trademark Application Number(s) or Regis Enter either the Trademark Application Number or the Registra		Mark if additional numbers attached nbers for the same property).
Trademark Application Number(s)	· · · · · · · · · · · · · · · · · · ·	on Number(s)
<u>75228030</u> <u>75233275</u> <u>75239072</u>	1936927 1644	
75232276 75232277 75232278	1431570 2045	848 1392761
75232279	2045847 1432	1235691
75233282 75233283	1227342 1596	430 1898121
75100971 75227720 75264881	1797744 1430	171 1752610
74191678	1715859 1840	173 1799595
75239283 75232752 75232753	1730986 2043	706 1776747
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RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/30/99 OMB 0651-0027 RECORDATION FORM COVER SHEET U.S. Department of Commerce Patent and Trademark Office TRADEMARKS ONLY 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	<u>-</u>				
Receiving Party Enter Additional Receiving Party Mark if additional names of receiving parties attached	,				
Name H.J. Wilson Co., Inc.					
DBA/AKA/TA	† ;				
Composed of					
Address (line 1) 7100 Service Merchandise Drive					
Address (line 2)	j				
Address (line 3) Brentwood Tennessee 37027 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					
Other					
X Citizenship/State of Incorporation/Organization Louisiana	İ				
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) 1785507 1791631	1				
75232754 75232755 75232756 75232756					
75232757					
75231089 75231092 75231088 1772909 1830299 1856766	J				
75099794 75264828 74737234 1854731 1762079 1774198					
75264834 75228556 75242888 1836126 1798639 1799399					
75103100 75321849 75255897 1779060 1698346 1833353					
75227797 75231090 75264838 1937998 1931313 1738334					

FORM PTO-1618C CONTI	ORM COVER SHEET NUATION ARKS ONLY	U.S. Department of Commerco 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 Li	mited Partnership Corporat	ion Association
Other		
Citizenship State of Incorporation/Organization		
Receiving Party Enter Additional Receiving Party	ark if additional names of receiving parties	attached
Name H.J. Wilson Co. Realty, Inc.		
DBA/AKA/TA		
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 as	document to be recorded is an signment and the receiving party is at domicited in the United States, an
X Corporation Association	ap re	pointment of a domestic presentative should be attached
Other		esignation must be a separate ecument from the Assignment)
Citizenship/State of Incorporation/Organization	Texas	
Trademark Application Number(s) or Registrate either the Trademark Application Number or the Registr	stration Number(s) ration Number (DO NOT ENTER BOTH no	Mark if additional numbers attached imbers for the same property).
Trademark Application Number(s)		on Number(s)
75257091 75257089 75258535	1815910 178	33452 1756104
75258536 75304643 75061124	1794697 1955	1788049
75063511 75231091 75239071	1834656 1790	1728694
75232850 <u>75232851</u> <u>75232852</u>	1490201 205	1244502
75232853 75232854 75232855	1689871 1723	1852910
75232856 75232857 75232858	1822407 179	7586 1797585
74567608 75228562 75073392	1225792 1766	1969458

FORM PTO-1618C CONTINUATION FORM CONTINUATION FO	Patent and Trademark Office				
Conveying Party Enter Additional Conveying Party Mark in	additional names of conveying parties attached Execution Date Month Day Year				
Name					
Formerly					
Individual General Partnership Limited Par	rtnership Corporation Association				
Other					
Citizenship State of Incorporation/Organization					
Pecalving Party	onal names of receiving parties attached				
Name Homeowners Warehouse, Inc.					
DBA/AKA/TA					
Composed of					
Address (line 1) 7100 Service Merchandise Drive					
Address (line 2)					
Address (line 3) Brentwood Tennessee 37027					
City City State/Country 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					
Other	(Designation must be a separate document from the Assignment.)				
X Citizenship/State of Incorporation/Organization Flor	ida				
Trademark Application Number(s) or Registration	Number(s) X Mark if additional numbers attached				
Enter either the Trademark Application Number or the Registration Num	ber (DO NOT ENTER BOTH numbers for the same property).				
Trademark Application Number(s)	Registration Number(s)				
75163367 75163368 75264835	1945968 1405674 2035618				
	1822107 1787213 1953620				
	1850338 1766670 1556753				
	1842990 2049167 2067175				
	1831754 1782600 1890611				
	1829998 1829823 1784017				
	1249094 1525891 1803256				

FORM P1 Expires 06/30/9 OM6 0651-002	O-1618C	RECORDATION FORM CONTINUA TRADEMARK	TION	Patent a	eartment of Commerce no Trademark Office ADEMARK
Conveyin	g Party al Conveying Party	Ma	rk if additional names of c	onveying parties attache	ed Execution Date Month Day Year
Name					}
Formerly					
Individ	ual Genera	Partnership Limited	Partnership C	Corporation	Association
Other					i
		oration/Organization			
Receivin(Enter Addition	al Receiving Party	∑ Mark if ac	dditional names of receivin	g parties attached	
Nam	e Service M	erchandise Co. Broad, Inc			
DBA/AKA/T	4				
Composed	of				
Address (line	7100 Service	Merchandise Drive			
Address (line	. 2)		·		
Address (line	· L		Tennessee State/Country	370)27 Zip Code
Individual General Partnership Limited Partnership X Corporation Association Other State/Country Limited 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.)					
X Citize	nship/State of Incorp	oration/Organization	Tennessee		
Enter either	k Application N the Trademark Application	umber(s) or Registration Number or the Registration N	Number (DO NOT ENTER E		
			1957770	2086877	2013736
			1724622	1789448	1582912
			2065699	2070666	1684379
			1745210	1797743	1768959
			1714695	2084589	

RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/30/99 OMB 0851-0027 RECORDATION FORM COVER SHEET CONTINUATION Patent and Trademark Office TRADEMARKS ONLY U.S. Department of Commercte 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 Service Merchandise Company of Iowa, Inc.				
DBA/AKA/TA				
Composed of				
Address (line 1) 7100 Service Merchandise Drive				
Address (line 2)				
Address (line 3) Brentwood Tennessee 37027 State/Country Zip Code				
Individual General Partnership Limited Partnership X Corporation Association Other State/Country Limited Partnership Limited Partnership Limited Partnership Limited Partnership Jif 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.)				
X Citizenship/State of Incorporation/Organization Tennessee				
Trademark Application Number(s) or Registration Number(s) 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)				

RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/30/99 OMB 0651-0027 RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY U.S. Department of Commercial Patent and Trademark Official TRADEMARK]			
Conveying Party Enter Additional Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year	3			
Name	j			
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 Service Merchandise Company of Kansas, Inc.	ال			
DBA/AKA/TA]			
Composed of]			
Address (line 1) 7100 Service Merchandise Drive]			
Address (line 2)	_			
Address (line 3) Brentwood Tennessee 37027]			
Individual General Partnership Limited Partnership State/Country 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.)				
X Citizenship/State of Incorporation/Organization Tennessee]			
Trademark Application Number(s) or Registration Number(s) 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)	i			
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RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/30/99 OMB 0651-0027 RECORDATION FORM COVER SHEET U.S. Department of Commerce Patent and Trademark Office TRADEMARKS ONLY 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 Service Merchandise Co. No. 30, Inc.
DBA/AKA/TA
Composed of
Address (line 1) 7100 Service Merchandise Drive
Address (line 2)
Address (line 3) Brentwood Tennessee 37027
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.)
X Citizenship/State of Incorporation/Organization Tennessee
Trademark Application Number(s) or Registration Number(s) 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)

FORM PT Expires 06/30/95 OMB 0651-0027	O-1618C CONTIN	RM COVER SHEET JUATION RKS ONLY	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
Conveyin Enter Addition	g Party al Conveying Party	Mark if additional names of conveying parti	es attached Execution Date Month Day Year		
Name					
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Individ	aal General Partnership Lin	nited Partnership Corporation	Association		
Other					
	ship State of Incorporation/Organization				
Receiving Enter Addition	al Receiving Party	k if additional names of receiving parties attac	hed		
Nam	e Service Merchandise Co. No. 34, I	nc.			
DBA/AKA/TA					
Composed o	f				
Address (line	7100 Service Merchandise Drive				
Address (line	2)	.,			
Address (line		Tennessee State/Country	37027 Zip Code		
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domicited in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)					
X Citizer	ship/State of Incorporation/Organization	lennessee			
Enter either	Trademark Application Number(s) or Registration Number(s) Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).				
11	ademark Application Number(s)				

FORM PT Expres 06/30/99 OMB 0651-0027	O-1618C	ATION FORM COVE CONTINUATION ADEMARKS ONI		U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Conveyin Enter Addition	g Party ol Conveying Party	Mark if addit	ional names of conveying	parties attached Execution Date Month Day Year
Name				
Formerly				
Individ	ual General Partnersh	ip Limited Partners	ship Corporati	on Association
Other				
	ship State of Incorporation/Orga	nization		
Receiving Enter Addition	Party al Receiving Party	X Mark if additional r	names of receiving parties	attached
Nam	e Service Merchandise Co). No. 35, Inc.		
DBA/AKA/T/				
Composed (ıf			
Address (line	1) 7100 Service Merchandi	se Drive	-	
Address (line	2)			
Address (line	3) Brentwood	Tennes	See State/Country	37027 Zip Code
Indivi	dual General Partner	ship Limited Partr	nership If d ass not app rep	ocument to be recorded is an signment and the receiving party is domicited in the United States, an pointment of a domestic resentative should be attached
Other				signation must be a separate cument from the Assignment.)
X Citizer	ship/State of Incorporation/Org	anization Tenness	ee	
Trademar	k Application Number(s)	or Registration N	umber(s)	Mark if additional numbers attached
	ademark Application Number			on Number(s)
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FORM PT(Expires 06/30/95 OMB 0651-0027	D-1618C CONT I	ORM COVER SHEET INUATION ARKS ONLY	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
Conveying Enter Additiona	Party 1 Conveying Party	Mark if additional names of	of conveying parties attached Execution Date Month Day Year		
Name [
Formerly [
Individu	al General Partnership L	imited Partnership	Corporation Association		
Other					
Citizens	hip State of Incorporation/Organization				
Receiving	I Receiving Party	lark if additional names of rece	iving parties attached		
Name	Service Merchandise Co. No. 51	, Inc.			
DBA/AKA/TA					
Composed o	f				
Address (line	7100 Service Merchandise Drive				
Address (line :	n				
Address (line	Brentwood	Tennessee	37027		
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.)					
X Citizen	ship/State of Incorporation/Organization	Illinois			
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).					
i ra	edemark Application Number(s)	<u> </u>	Registration Number(s)		
<u> </u>					

RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/30/99 OMB 0651-0027 RECORDATION FORM COVER SHEET U.S. Department of Commerce Patent and Trademark Office TRADEMARKS ONLY TRADEMARK					
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 Service Merchandise Co. No. 93, Inc.					
DBA/AKA/TA					
Composed of					
Address (line 1) 7100 Service Merchandise Drive					
Address (line 2)					
Address (line 3) Brentwood Tennessee 37027					
Individual General Partnership Limited Partnership X Corporation Association Other Other					
X Citizenship/State of Incorporation/Organization Tennessee					
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)					

1/12/2001

RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/30/99 OMB 0651-0027 RECORDATION FORM COVER SHEET CONTINUATION Patent and Trademark Office TRADEMARKS ONLY U.S. Department of Commorce Patent and Trademark Office TRADEMARK	l .				
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 Service Merchandise Co. No. 99, Inc.	i				
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 If document to be recorded is an assignment and the receiving party is					
X Corporation Association Association not domiciled in the United States, an appointment of a domestic representative should be attached					
Other Other					
X Citizenship/State of Incorporation/Organization Nevada					
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)					
Trademark Application (Uniber(a)]				

RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/20/99 OMB 0651-0027 RECORDATION FORM COVER SHEET U.S. Department of Commerce Patient and Trademark. Office TRADEMARKS ONLY TRADEMARK					
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 V Mark if additional pages of receiving parties attached					
Enter Additional Receiving Party					
DBA/AKA/TA					
Address (line 1) 7100 Service Merchandise Drive					
Address (line 1) 7100 Service Merchandise Drive Address (line 2)					
Address (line 3) Brentwood Tennessee 37027					
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domicited in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)					
X Citizenship/State of Incorporation/Organization Tennessee					
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)					

1/12/2001

RECO FORM PTO-1618C Expres 06/30/95 OMB 0851-0027	RDATION FORM COVER S CONTINUATION TRADEMARKS ONLY	SHEET U.S. Department of Commerce Patent and Trademark Office TRADEMARK			
Conveying Party Enter Additional Conveying Party	Mark if additiona	names of conveying parties attached Execution Date Month Day Year			
Name					
Formerly					
Individual General Partn	ership Limited Partnership	Corporation Association			
Other	<u>.</u>				
Citizenship State of Incorporation	/Organization				
Receiving Party Enter Additional Receiving Party		s of receiving parties attached			
Name Service Merchandi	se Indiana Partners				
DBA/AKA/TA					
Composed of					
Address (Fine 1) 7100 Service Merch	andise Drive				
Address (line 2)					
Address (line 3) Brentwood	Tennessee	37027			
Individual X 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.)					
X Citizenship/State of Incorporation	n/Organization Indiana				
Trademark Application Number Enter either the Trademark Application Number	er(s) or Registration Numl onber or the Registration Number (DO No	OPT(S) Mark if additional numbers attached OT ENTER BOTH numbers for the same property).			
Trademark Application Nu	ımber(s)	Registration Number(s)			

FORM PTO-1618C CONTINUATION Patent and Trademark Office TRADEMARKS ONLY RECORDATION FORM COVER SHEET CONTINUATION Patent and Trademark Office TRADEMARK TRADEMARK
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 Service Merchandise of Tennessee Limited Partnership
DBA/AKA/TA
Composed of
Address (line t) 7100 Service Merchandise Drive
Address (line 2)
Address (line 3) Brentwood Tennessee 37027
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.)
X Citizenship/State of Incorporation/Organization Delaware
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)

FORM PTO-1618C Expires 06/30/99 OMB 0651-0027 RECORDATION FORM COVER SHEET CONTINUATION Falsent and Trademark Office TRADEMARKS ONLY D.S. Department of Commerce Patent and Trademark Office TRADEMARK
Conveying Party Mark if additional names of conveying parties attached Execution Date Enter Additional Conveying Party 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 Service Merchandise of Texas Limited Partnership
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 X Limited Partnership Gorporation Association Other Coltizenship/State of Incorporation/Organization 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.)
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)

RECORDATION FORM COVER SHEET FORM PTO-1618C Expires 06/30/99 OMB 0651-0027 RECORDATION FORM COVER SHEET U.S. Department of Commerce Patent and Trademark Office TRADEMARK 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 SMC Aviation, Inc.
DBA/AKA/TA
Composed of
Address (line 1) 7100 Service Merchandise Drive
Address (line 2) Address (line 3) Brentwood Tennessee 37027
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.)
X Citizenship/State of Incorporation/Organization New Hampshire
Trademark Application Number(s) or Registration Number(s) 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)

FORM PTO-1618C CON	FORM COVER SHEET NTINUATION MARKS ONLY	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying pa	rties attached Execution Date Month Day Year
Name		
Formerly		
Individual General Partnership	Limited Partnership Corporation	Association
Other		
Citizenship State of Incorporation/Organizatio	on	
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving parties at	ached
Name SMC-HC, Inc.		
DBA/AKA/TA		
Composed of		
Address (line 1) 7100 Service Merchandise Dri	ve	
Address (line 2)	Tennessee	37027
Address (line 3) Brentwood City	State/Country	Zip Code ument to be recorded is an
Individual General Partnership	Limited Partnership	nment and the receiving party is
X Corporation Association	assig not d appo repre (Desi	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate
X Corporation Association	assig not d appo repre (Desi docu	omicited in the United States, an intment of a domestic sentative should be attached
X Corporation Association Other X Citizenship/State of Incorporation/Organization	on Tennessee	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate
X Corporation Association	on Tennessee egistration Number(s) Mappoo	omiciled in the United States, an intent of a domestic sentative should be attached gnation must be a separate ment from the Assignment.)
X Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re	on Tennessee egistration Number(s) Mappoo	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).
X Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re Enter either the Trademark Application Number or the Re	on Tennessee egistration Number(s) Ma	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).
X Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re Enter either the Trademark Application Number or the Re	on Tennessee egistration Number(s) Ma	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).
X Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re Enter either the Trademark Application Number or the Re	on Tennessee egistration Number(s) Ma	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).
X Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re Enter either the Trademark Application Number or the Re	on Tennessee egistration Number(s) Ma	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).
X Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re Enter either the Trademark Application Number or the Re	on Tennessee egistration Number(s) Ma	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).
X Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re Enter either the Trademark Application Number or the Re	on Tennessee egistration Number(s) Ma	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).
Corporation Association Other X Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Re Enter either the Trademark Application Number or the Re	on Tennessee egistration Number(s) Ma	omiciled in the United States, an intment of a domestic sentative should be attached gnation must be a separate ment from the Assignment.) The it additional numbers attached ers for the same property).

FORM PTO-1618C CONTINUATION COVER SHEET Expires 06/30/96 CMB 0651-0027 RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY U.S. Department of Commerce Patent and Trademark Office TRADEMARK 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 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 Sigle/Country Zip Code
Individual General Partnership Limited Partnership X Corporation Association Other City StateLounsy 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.)
X Citizenship/State of Incorporation/Organization Tennessee
Citizenship/State of Incorporation/Organization
Citizenship/State of Incorporation/Organization
X Citizenship/State of Incorporation/Organization
Citizenship/State of Incorporation/Organization
Citizenship/State of Incorporation/Organization
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Citizenship/State of Incorporation/Organization
Citizenship/State of Incorporation/Organization
Citizenship/State of Incorporation/Organization

FORM PT Expires 06/30/8 OMB 0651-0027	9 TOADEMAE	UATION	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
Conveyin Enter Addition	ig Party pal Conveying Party	Mark if additional names of cor	nveying parties attached Execution Date Month Day Year		
Name					
Formerly					
Individ	tual General Partnership Lim	ited Partnership Co	rporation Association		
Other					
	ship State of Incorporation/Organization				
Receiving Enter Addition	g Party nal Receiving Party Mark	if additional names of receiving	parties attached		
Nam	Wholesale Supply Company, Inc.				
DBA/AKA/T/	Α				
Composed	of				
Address (line	7100 Service Merchandise Drive				
Address (line	, 2)				
Address (line		Tennessee State/Country	37027 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.)					
X Citize	nship/State of Incorporation/Organization	Tennessee			
Trademar	k Application Number(s) or Registrate the Trademark Application Number or the Registrate	ration Number(s)	Mark if additional numbers attached		
	rademark Application Number(s)		istration 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

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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.

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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:

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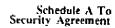
Schedule A To Security Agreement

Service Merchandise Company, Inc.

SMC File Number	Service Merchandise Marks	Date Filed	Registration/ Serial Number	Date Registered
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	រកប
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	រាប
	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	Master Studio	02/13/92	1.766.670	
96-00041	Mixables	01/06/97	75/227797	រ។ ប
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	ITE
96-00051	Preferred Stock	02/26/96	75/063511	ITU

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TRADEMARK REEL: 1676 FRAME: 0261



Service Merchandise Company, Inc.

SMC File Number	Service Merchandise Marks	Date Filed	Registration/ Serial_Number	Date Registered
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	IΤÜ
97-00015	Preferred Stock	01/29/97	75/232858	ITU
97-00090	Рто Ѕрогі	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	ITŲ
96-00010	Regency	03/14/96	75/073392	ŲTI
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: 0262

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Schedule A To Security Agreement

Service Merchandise Company No. 51, Inc.

SMC File Number	SMC #51 Marks	Date Filed	Registration/ Serial Number	Intent Status
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	Countenops 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	iTÜ
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 Merchandisc (& 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

Schedule A To Security Agreement

B.A. Pargh

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

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REEL: 1676 FRAME: 0265 TRADEMARK

REEL: 002176 FRAME: 0422

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Schedule A To Security Agreement

Service Merchandise Company, Inc.

SMC File	Service Merchandise Marks	Date Filed	Registration/ Serial Number	Date Registered
Number	The Main Aisle/design	08/20/80	1,235,691	
95-00062	Timber Top (design)	08/20/80	1,227,342	
	Timber Top	12/27/88	1,596,430	
95-00063	Timber Top	01/09.97	75/228564	
96-00048	Design Only (Timber Top twin peaks)	01/09/97	75/228563	
96-00024	Timber Top	01/10/97	75/228030	ITU
96-00035	Unique Expressions	09/04/92	1,898,121	
97-00108	•	02/17/93	1,797,744	
97-00109	VIP Logo VIP-Benchmark etc./design	10/30/85	1,430,171	
97-00110		05/1 5 /92	1,752,610	
97-00111	Wellington Collection	12/23/91	1.715,859	
97-00112	Wellington Collection	01/29/97	75/233275	(TŲ
97-00028	West End	02/10/97	75/239072	ITU
97-00029	West End	01/29/97	75/232276	ITU
97-00030	West End	01/29/97	75/232277	πu
97-00031	West End	01/29/97	75/233278	iTU
97-00032	West End	01/29/97	75/232279	ITU
97-00033	West End	01/29/97	75/233280	ŧτυ
97-00034	West End	01/29/97	75/233281	ITU
97-00035	West End	01/29/97	75/233282	ITU
97-00036	West End	01/29/97	75/233283	ITU
97-00037	West End	09/14/92	1.840,173	
97-00113	Wholesale Supply Company	04/29/96	75/100971	
97-00039	Wholesale Supply Company	Q412517Q	127.1077.	

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Schedule A To . Security Agreement

United States Trademarks

Service Merchandise Company, Inc.

SMC File Number	Service Merchandise Marks	Date Filed	Registration/ Serial Number	Date Registered
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	1713
95-00045	Brentwood	08/02/91	1.830.299	
97-00053	Brentwood	08/05/91	7 4/1 9 1678	
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	IŢŲ
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	เรย
97-00024	Crown Court	01/29/97	75/232755	ITU
97-00025	Crown Court	01/29/97	75/232756	ΊΤU
97-00026	Crown Court	()1/29/97	75/232757	ITU

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TRADEMARK

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Schedule A To Security Agreement

Service Merchandise Company, Inc.

97.00027 Crown Court 01/29/97 75/247492 ITU 97.00039 Currentz 11/26/90 1,698,346 1698,346 97.00060 Design Studio 07/30/92 1,833,353 197.0061 1,937,998 1,738,345 1,738,334 1,738,334 1,709,999 1,700,007 1,732,3109 1,700 1,700 1,700,0002 1,700,0002 1,700,0002 1,700,0002 1,700,0002 1,733,452 1,700,0002 1,733,452 1,700,0002 1,700,0002 1,700,0002 1,700,0002	SMC File Number	Service Merchandise Marks	Date Filed	Registration/ Serial Number	Date Registered
97-00060 Design Studio 97/30/92 1.833,353 97-00061 Design Studio 11/30/94 1.937,998 97-00062 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 97/14/97 75/323929 ITU 96-00045 Diamonte 01/06/97 75/231089 ITU 96-00045 Diamonte 01/06/97 75/231092 ITU 96-00045 Diamonte 01/06/97 75/231092 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 97-00066 Easy Living 02/16/93 1.794,697 97-00066 Easy Living 10/07/94 1.955,901 97-00067 Easy Living 10/07/94 1.955,901 97-00068 Easy Living 10/07/94 1.955,901 97-00067 Easy Living 10/07/94 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 Porge Craft 03/27/87 1.490,201 97-00075 Garrard (block) 02/19/92 1.832,910 97-00076 Garrard (block) 02/19/92 1.822,407 97-00076 Garrard (block) 02/19/92 1.822,407 97-00076 Garrard (block) 02/19/92 1.822,407 97-00079 Garrard (block) 02/19/92 1.797,586 97-00079 Garrard (block) 02/19/92 1.797,585 02/19/90 1.797,585 02/19/90 02/19/92 1.797,585 02/19/90	97-00027		01/29/97	75/247492	ITU
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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 96.00037 Diamond Suites 01/06/97 75/231092 ITU 96.00031 Ear Magic 01/06/97 75/231098 ITU 97.00064 Easy Living 05/25/90 1,783.452 97.00066 Easy Living 08/02/91 1,756.104 97.00067 Easy Living 02/16/93 1,794.697 97.00068 Easy Living 11/23/92 1,788.049 97.00069 Easy Living 11/23/92 1,788.049 97.00070 Easy Living 11/23/92 1,788.049 97.00071 First Diamond (block letters) 05/18/92 1,799.800 97.00071 First Diamond (block letters) 05/14/91 1,728.694 97.00071 Forge Craft 03/27/87 1,490.201 96.00020 <td>97-00061</td> <td>Design Studio</td> <td>11/30/94</td> <td>1,937,998</td> <td></td>	97-00061	Design Studio	11/30/94	1,937,998	
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96-00034 Ear Magle 01/06/97 75/231088 1TU 97-00064 Easy Living 05/25/90 1.783.452 97-00065 Easy Living 02/16/93 1.794.697 97-00066 Easy Living 10/07/94 1.955.901 97-00067 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 1.832.910 97-00077 Garrard (block) 02/19/92 1.852.910 97-00078 Garrard (block) 02/19/92 1.822.407 97-00079 Garrard (block) 02/19/92 1.797.586 97-00080 Garrard (stylized) 04/14/92 1.797.585 97-00080 Garrard (stylized) 04/14/92 1.797.585 97-00081 Giorgio Bernini 04/29/96 75/099794 97-00082 Giorgio Bernini 04/29/96 75/099794 97-00039 Heartlace 04/14/95 74/777234 ITU		Diamond Suites	01/06/97	75/231089	ITU
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TRADEMARK REEL: 1676 FRAME: 0260

> TRADEMARK REEL: 002176 FRAME: 0425

RECORDED: 01/12/2001