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SEARS

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January 10, 2001

ASSIGNMENT DIVISION
Commissioner of Patents and Trademarks
1213 Jeff Davis Highway
Suite 300
Arlington, VA 22202

01-12-2001



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RE: **Recordation of Trademark - BEAUTIFULLY BARE**
Serial No. 75802353

Dear Sir:

Please record the attached original document for the above-referenced trademark. The cover sheet information for recordation is listed below:

Submission Type: New
Conveyance Type: Assignment
Conveying Party: Kayser-Roth Corporation,
(a Delaware corporation)
4905 Koger Boulevard, Greensboro, North Carolina, 27407
Execution Date: November 27, 2000
Receiving Party: Sears, Roebuck and Co.
(a New York corporation)
3333 Beverly Road, Hoffman Estates, Illinois, 60179
Trademark: BEAUTIFULLY BARE
Serial No.: 75802353

Please address correspondence to:

Andrea G. Hilborn, Esq.
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TRADEMARK
REEL: 002210 FRAME: 0597

ASSIGNMENT OF TRADEMARK

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

WHEREAS, Kayser-Roth Corporation ("Assignor"), a Delaware corporation with offices at 4905 Koger Boulevard, Greensboro, North Carolina, 27407, has adopted, and through Assignee, has used and is using the trademark BEAUTIFULLY BARE (Ser. No. 75-802,353) (the "Trademark") in its business;

AND WHEREAS, Sears, Roebuck and Company ("Assignee"), a New York corporation with offices at 3333 Beverly Road, Hoffman Estates, Illinois 60179, is desirous of acquiring the Trademark, the application for registration of the Trademark (Ser. No. 75-802,353) and any other registrations and applications for registration of the Trademark, and the goodwill associated with Trademark.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademark, together with the application for registration of the Trademark (Ser. No. 75-802,353), and other registrations and applications for registration of the Trademark, in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto and in and to all rights of action arising from the Trademark, all claims for damages by reason of past, present and future infringement of the Trademark and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and the goodwill associated with the Trademark.

Dated: November 27, 2000

KAYSER-ROTH CORPORATION

BY:

Name: Jerome A. Perlmutter

Title: Vice President, General Counsel

Subscribed and sworn to before me on:
November 27, 2000

Notary Public

Judith S. Cumming

My commission expires: 8/24/2003