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U.S. Department of Commerce
Patent and Trademark Office

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

10-02-2000
U.S. Patent & TMO/TM Mail Rcpt Dt. #22

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New
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Document ID # _____
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Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
6/9/2000

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
6/9/2000

Name Ultimo Enterprises, Ltd.

Formerly _____

75019346

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Maryland

Receiving Party

Mark if additional names of receiving parties attached

Name Swan Retail, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 114 East Oak Street

Address (line 2) _____

Address (line 3) Chicago
City

Illinois
State/Country

60611
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Illinois

FOR OFFICE USE ONLY

07/19/2000 DNGUYEN 00000288 130206 75019396

01 FC:481 40.00 CH
02 FC:482 250.00 CH

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TRADEMARK
REEL: 002230 FRAME: 0217

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)

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.

James E. Griffith

Name of Person Signing

Signature

9/27/00

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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/AKA/TA

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)

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TRADEMARK ASSIGNMENT

WHEREAS, Ultimo Enterprises, Ltd., a corporation organized and existing under the laws of the State of Maryland, Ultimo Ltd., a corporation organized and existing under the laws of the State of Illinois, and Ultimo Dallas, Inc., a corporation organized and existing under the laws of the State of Texas, ("ASSIGNORS") have adopted, used, and are using, and are the sole and exclusive owners of the trademark registrations and applications listed in Exhibit A, and of all of the goodwill of the business appurtenant thereto, except as otherwise set forth on Schedule 3.24 of that certain Asset Purchase Agreement dated as of May 4, 2000, between Assignors and Assignee ("Trademarks"); and

WHEREAS, Swan Retail, Inc. (the "ASSIGNEE"), a Illinois corporation, with its principal place of business at 114 East Oak Street, Chicago, IL 60611, wishes to acquire the Trademarks, together with all of the goodwill of the business connected to the Trademarks, from ASSIGNORS;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of One Dollar (\$1.00), and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, the ASSIGNORS have sold, assigned and transferred, and by these presents does sell, assign and transfer unto the ASSIGNEE, the entire right, title and interest in and to the Trademarks, and in and to all of the goodwill of the business appurtenant thereto, together with all claims for damages by reason of infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, ASSIGNORS agree to execute any instruments and to perform any acts which may be necessary to fully effectuate and record this Assignment.

IN TESTIMONY WHEREOF, the ASSIGNORS have caused this Assignment to be executed by its duly authorized representatives effective this 9 day of June, 2000.

Ultimo Ltd.

By: Lawrence Eyma
Title: PRESIDENT CEO

Ultimo Enterprises Ltd.

By: Lawrence Eyma
Title: PRESIDENT CEO

ATTEST:

By: Jay E. Carl
Title: CFD

CERTIFICATE OF ACKNOWLEDGEMENT

I, Sarah Eastman, a Notary Public in and for State of Illinois
do hereby certify that Lawrence Hyman, President & CEO and
_____ personally known to me to be the same person(s) whose name(s) is (are)
subscribed to the foregoing instrument, appeared before me this day in person and acknowledged
that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the
identified corporations, Ultimo Ltd., Ultimo Enterprises, Ltd., and Ultimo Dallas, Inc., with
authority to do so.

9th day of June, 2000.
IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this

Sarah Eastman
Notary Public



Exhibit A

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ULTIMO	755,140	8/20/1963
U CHICAGO (Stylized)	1,183,867	12/29/1981
U CHICAGO (Stylized)	1,789,458	8/24/1993
ULTIMO <UTMOST LATEST>	1,968,711	4/16/1996
ULTIMO <UTMOST LATEST>	1,727,503	10/27/1992
ULTIMO	1,803,737	11/9/1993
ULTIMO	1,795,916	9/28/1993
U CHICAGO (Stylized)	1,792,672	9/14/1993
ULTIMO <ULTIMATE>	1,850,447	8/16/1994
ULTIMO <LAST>	1,848,381	8/2/1994
ULTIMO	Ser. No. 75/019,396	filed 11/14/1995

CHI99 3463814-2.041785.0013