



101612223

To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):

and address of receiving party(ies):

Marshalls of MA, Inc.

Name: Marshalls of Nevada, Inc.

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

Internal Address: _____

Street Address: 4100 East Lone Mountain Road

City: North Las Vegas State: NV ZIP: 89030

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Nevada
- Other _____

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

Execution Date: January 10, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s): 76/005371

B. Trademark Registration No.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: W. Hugo Liepmann, Esq.
Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

06-1446

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

W. Hugo Liepmann, Esq.
Name of Person Signing

Signature

January 16, 2001
Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT OF TRADEMARK AND APPLICATION FOR REGISTRATION

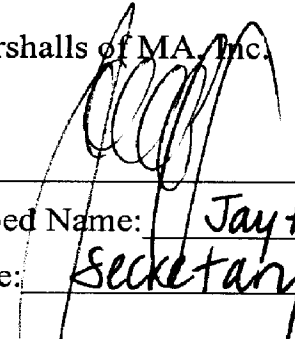
Whereas, Marshalls of MA, Inc., a corporation organized and existing under the laws of the state of Delaware and having an office and place of business at 770 Cochituate Road, Framingham, MA 01701, hereinafter referred to as Assignor, has adopted and is using the MARSHALLS and Design mark of U.S. Application Serial No. 76/005371, filed March 20, 2000, and is the owner of the aforesaid application for registration; and which mark and application for registration are hereinafter referred to as the Assigned Mark;

Whereas, Marshalls of Nevada, Inc., a corporation organized and existing under the laws of the State of Nevada and having an office and place of business at 4100 East Lone Mountain Road, North Las Vegas, Nevada 89030, hereinafter referred to as Assignee, is desirous of acquiring the Assigned Mark together with the good will of the business with which the Assigned Mark is used and which is symbolized by the Assigned Mark;

Now, therefore, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and adequacy of which the Assignor acknowledges, the Assignor by these presents, sells, transfers, conveys and assigns unto the Assignee the entire right, title and interest in and to the Assigned Mark, the registration and application for registration of the Assigned Mark, as specifically identified above, together with the right to recover for past infringement of the Assigned Mark, and with the good will of the business in connection with which the Assigned Mark is used and which is symbolized by the Assigned Mark.

Marshalls of MA, Inc.

Date: January 10, 2001

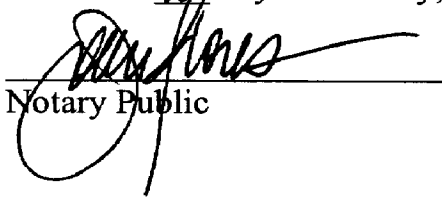
By: 
Typed Name: Jay H. Metzger
Title: Secretary

State of ~~Nevada~~ Massachusetts :

: ss

County of Middlesex :

Subscribed and sworn to before me this 10 day of January, 2001.


Notary Public

My Commissioner Expires 12/23/05

(SEAL)