

09-11-2001



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COVER SHEET U.S. Department of Commerce
ONLY Patent and Trademark Office

record the attached original documents or copy thereof.

Name and address of receiving party(ies)
Name: Marshalls of Nevada, Inc.

Internal Address: _____

Street Address: 4100 E. Lone Mountain Road

City: North Las Vegas State: NV ZIP: 89030

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

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

To the Honorable Commiss

1. Name of conveying party(ies)
Marshalls of MA, Inc.

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

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

9-4-2001

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3. Nature of conveyance:

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

Execution Date: August 28, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 76/191749

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)

09/11/2001 6TDM11 00000001 061446 76191749
01 FC:481 40.00 CH

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

August 31, 2001
Date

Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT

WHEREAS, Marshalls of MA, Inc. ("Assignor"), a Delaware corporation with its principal place of business at 770 Cochituate Road, Framingham, Massachusetts 01701, has adopted, used and is using, the mark set forth below, and owns the U.S. Principal Register application for registration thereof as identified below, for and in connection with the goods and/or services identified in such application for registration; and

WHEREAS, Marshalls of Nevada, Inc., ("Assignee"), a Nevada corporation located at 4100 E. Lone Mountain Road, North Las Vegas, Nevada 89030, is desirous of acquiring the entire right, title and interest in and to the said mark, and the application for registration thereof, and the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby agrees as follows:

The Assignor hereby assigns to the Assignee all of its right, title and interest in and to the following mark:

<u>Mark</u>	<u>Application No.</u>
WHAT WILL YOU FIND THIS TIME?	76/191,749

together with all of its right, title and interest in and to the above-identified U.S. application, all registrations issuing thereon and renewal thereof, together with the goodwill of the business associated with the use of, and symbolized by, said mark, the ongoing and existing business, or portion thereof, associated with the mark, and all rights of action accrued and to accrue under and by virtue thereof, including, without limitation, the right to sue and recover for past infringement and passing off of said mark.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as an instrument under seal.

MARSHALLS OF MA, INC.

Date: August 28, 2001

By: _____
Name: _____
Title: _____