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RECORDATION COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Last Best Place Limited Partnership

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Ohio**
 Other _____

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

2. Name and address of receiving party(ies)
Name: Monterey Bay Clothing Company, LLC
Internal Address: _____
Address: _____

Street Address: 5823 Newton Drive
City: Carlsbad State: CA Zip: 92008

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company-- Delaware

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 19, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
1,845,246 and 1,879,361

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Stuart L. Sorenson, Esq.
 Internal Address: _____

Luce, Forward, Hamilton & Scripps LLP
 Street Address: _____
11988 El Camino Real, Suite 200
 City: San Diego State: CA Zip: 92130

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed ch. no. 121535
 Authorized to be charged to deposit account

8. Deposit account number:

N/A

DO NOT USE THIS SPACE

9. Signature.

 Christine E. Baur, Esq.  February 28, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

03/11/2002 TDIAZ1 00000116 1845246
 01 FC:481 40.00 DP
 02 FC:482 25.00 DP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is entered into this 19th day of February, 2002, by and between THE LAST BEST PLACE LIMITED PARTNERSHIP, an Ohio limited partnership ("ASSIGNOR") and MONTEREY BAY CLOTHING COMPANY, LLC, a Delaware limited liability company ("ASSIGNEE"):

W I T N E S S E T H

WHEREAS, ASSIGNOR on April 8, 1994 became the owner of the service marks and/or trademarks and registrations thereof (or applications therefor) listed on Exhibit A, attached hereto and made a part hereof (hereinafter collectively referred to as the "Marks"); and

WHEREAS, ASSIGNEE is desirous of acquiring the Marks, together with the goodwill of the business with which said Marks are used and which is connected with the use of or symbolized by the Marks, and any and all registrations and applications for registration of the Marks;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by ASSIGNOR, ASSIGNOR by these presents sells, transfers, conveys and assigns unto ASSIGNEE, ASSIGNOR's entire rights, title and interest in and to the Marks, all registrations and applications for registration of the Marks (including all renewals and extensions thereof), ASSIGNOR's right to recover for past infringement of the Marks and the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks. ASSIGNOR agrees to execute any additional documents requested by ASSIGNEE in order to effect or record this assignment of the Marks.

THE LAST BEST PLACE LIMITED PARTNERSHIP,
an Ohio limited partnership

By: The Last Best Place Management Company,
General Partner

By: 
Lucinda T. Heekin, President

STATE OF OHIO)
COUNTY OF HAMILTON) SS:

On this 19th day of February, 2002, before me personally appeared Lucinda T. Heekin, the President of the Last Best Place Management Company, General Partner of THE LAST BEST PLACE LIMITED PARTNERSHIP, an Ohio limited partnership, to me personally known to be the individual who executed the foregoing assignment and who acknowledged to me that she executed the same as a free act on behalf of THE LAST BEST PLACE LIMITED PARTNERSHIP for the purpose set forth therein.

Thomas D. Heekin
Notary Public

My Commission Expires: Section 147.03 R. C.
~~My commission has no expiration date.~~
Notary Public, State of Ohio
Thomas D. Heekin, Attorney at Law

ACCEPTED:

MONTEREY BAY CLOTHING COMPANY, LLC

By: [Signature]
Its: President

Dated: February 22, 2002

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EXHIBIT A

	<u>MARK</u>	<u>JURISDICTION</u>	<u>REGISTRATION NO.</u>
1.	Last Best Place Catalog	United States	1,845,246
2.	The Last Best Place Catalog Company (and design)	United States	1,879,361
3.	The Last Best Place Catalog Company (and design)	Montana	17603-144(30)
4.	Last Best Place Catalog Company	Montana	17602-144(29)

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