

11-07-2002



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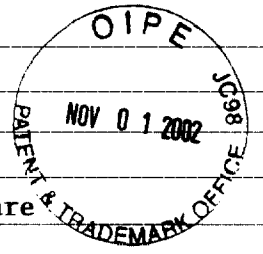
Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies): 11-1-02 Beall's Outlet Stores, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Florida Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: OUTRCO, Inc. Internal Address: 300 Delaware Ave., 9th Floor Street Address: Wilmington State: DE Zip: 19801 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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



3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 08/16/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 2,550,015 2,509,711 2,461,944 B. Trademark Registration No.(s) 2,406,387 2,388,008 2,301,127 2,286,299 2,283,479 2,107,319 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Edward M. Prince Internal Address: Alston & Bird LLP North Bldg., 10th Floor Street Address: 601 Pennsylvania Avenue, N.W. Washington DC Zip: 20004

6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41): \$ 240.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: (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. Edward M. Prince Signature November 1, 2002 Date Name of Person Signing

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

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

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TRADEMARK REEL: 002612 FRAME: 0139

## ASSIGNMENT

WHEREAS, Beall's Outlet Stores, Inc., a Florida corporation, having its principal place of business at 1806 38th Avenue, East, Bradenton, Florida 34208 (hereinafter referred to as "Assignor"), is the owner of the entire right, title and interest in and to the trademarks and service marks set forth in Appendix A, the goodwill of the business associated therewith and the United States registrations therefor;

WHEREAS, OUTRCO, Inc., a Delaware corporation, having its principal place of business at 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801 (hereinafter referred to as "Assignee"), is desirous of acquiring, and did acquire, the above trademarks and service marks, the goodwill of the business associated therewith, and the United States registrations therefor;

WHEREAS, no instrument other than this document is available to record this assignment;

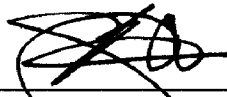
NOW, THEREFORE, in order to affirm the assignment and transfer of the above trademarks and service marks, the goodwill of the business associated therewith and the United States registrations therefor, Assignor, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has assigned and transferred, and by these presents does hereby assign and transfer to said Assignee, its successors, assigns and legal representatives, nunc pro tunc (as of the actual date of transfer, to wit, on or about August 4, 2002), the entire right, title and interest in and to the trademarks and service marks shown

in Appendix A, the goodwill of the business associated therewith and the United States registrations therefor, together with all rights of action accrued and to accrue under and by virtue hereof, including the right to sue and recover for past infringement of the above trademarks and service marks.

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed on the date indicated below.

BEALL'S OUTLET STORES, INC.

By:



\_\_\_\_\_  
Stephen Knopik  
Vice President

Dated: August 16, 2002

**APPENDIX A**

<u>Mark</u>	<u>Reg. No.</u>	<u>Issue Date</u>
MONDAY CLUB	2,550,015	3/19/02
SUN CASUALS	2,509,711	11/20/01
JUST KIDS	2,461,944	6/19/01
ALLYSON WHITMORE	2,406,387	11/21/00
MICHAEL AUSTIN	2,388,008	9/19/00
BURKE'S OUTLET	2,301,127	12/14/99
ALLYSON WHITMORE	2,286,299	10/12/99
PALM HARBOUR	2,283,479	10/5/99
OUT N OUT GIFTS	2,107,319	10/21/97