

12/13/02

12-20-2002

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

102317243

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

1. Name of conveying party(ies): Foothill Capital Corporation
Individual(s) Association General Partnership Limited Partnership Corporation-State California Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Wells Fargo Retail Finance, LLC Internal Address: Street Address: One Boston Place, 18th Floor City: Boston State: MA Zip: 02108
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware limited liability co.
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 Assignment of Security Interest
Execution Date: December 11, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See attached
Additional number(s) attached Yes No

B. Trademark Registration No.(s) See attached
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Josh S. Ridout Internal Address:
12/19/2002 TDIAZ1 00000047 160752 1817218
01 FC:8521 40.00 CH
02 FC:8522 150.00 CH
Paul Hastings
Street Address: 25th Floor
515 S. Flower Street
City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 7
7. Total fee (37 CFR 3.41): \$ 190.00
Enclosed Authorized to be charged to deposit account
8. Deposit account number: 16-0752
(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.
Josh S. Ridout Signature December 13, 2002 Date
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002636 FRAME: 0679

## Registrations

<b>Mark</b>	<b>Registration No.</b>
<b>Always in Fashion Never Full Price</b>	1,817,218
<b>Best World Brand</b>	1,499,673
<b>Clothestime</b>	1,780,374
<b>Day 2 Day</b>	2,030,352
<b>Spoiled Girls</b>	1,431,241
<b>Trend Club</b>	1,913,958
<b>Via Max</b>	1,540,584

ASSIGNMENT OF TRADEMARK SECURITY INTERESTS

This Assignment of Trademark Security Interests (this "Assignment") is made and entered into as of this December 11, 2002, by and between Foothill Capital Corporation, a California corporation ("Foothill"), and Wells Fargo Retail Finance, LLC, a Delaware limited liability company ("WFRF").


WHEREAS, Foothill has held security interests in certain trademarks owned by Clothestime Stores, Inc., a Delaware corporation ("Borrower") pursuant to that certain Trademark Security Agreement between Borrower and Foothill dated as of September 27, 1997, including without limitation those registered trademarks listed on Schedule A attached hereto (the "Marks");

WHEREAS, Foothill now desires to assign all of its security interests in the Marks to WFRF in connection with that certain Assignment Agreement dated as of the date hereof among Foothill and WFRF;

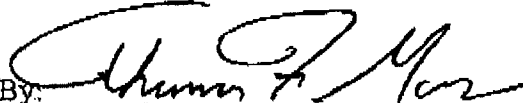
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Foothill does hereby assign unto WFRF all of its security interests in the Marks, and WFRF hereby accepts the assignment thereof;

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the day and year first above written.

FOOTHILL CAPITAL CORPORATION.

By:   
Name: *MATTHEW S. STRACHAN*  
Title: *Sr. Vice President*

WELLS FARGO RETAIL FINANCE, LLC

By:   
Name: *Thomas F. MORBAN*  
Title: *Vice President*

**Schedule A****Intellectual Property****Registrations:**

<b>Mark</b>	<b>Type</b>	<b>Jurisdiction</b>	<b>Registration &amp; Date Issued</b>
<b>Always in Fashion Never Full Price</b>	Service Mark	Federal	1,817,218 01/18/1994
<b>Best World Brand</b>	Trademark	Federal	1,499,673 8/9/1988
<b>Blue Threads</b>	Trademark	Federal	2,286,793 10/12/1999
<b>Chill Zone</b>	Trademark	Federal	2,579,986 06/11/02
<b>Clothestime</b>	Trademark & Service Mark	Federal	1,780,374 07/06/1993
<b>Clothestime</b>	Trademark	Mexico	470,549 07/14/94
<b>Clothestime Be All That</b>	Service Mark	Federal	2,471,534 07/24/2001
<b>Day 2 Day</b>	Trademark	Federal	2,030,352 01/14/97
<b>Eye Candy</b>	Trademark	Federal	2,647,626 11/12/02
<b>Genevieve</b>	Trademark	Federal	2,226,016 02/23/1999
<b>Lingerie Time</b>	Trademark	Mexico	470,550 07/14/94
<b>Love Match</b>	Trademark	Federal	2,632,708 10/08/02
<b>Spoiled Girls</b>	Trademark	Federal	1,431,241 03/03/1987
<b>Trend Club</b>	Trademark	State (Florida)	14,873 08/12/91

<b>Mark</b>	<b>Type</b>	<b>Jurisdiction</b>	<b>Registration &amp; Date Issued</b>
<b>Trend Club</b>	Service Mark	Federal	1,913,958 08/22/95
<b>Via Max</b>	Trademark	Federal	1,540,584 05/23/1989
<b>X.CESS.IT</b>	Trademark	Federal	2,224,301 02/16/1999

Applications:

<b>Mark</b>	<b>Type</b>	<b>Jurisdiction</b>	<b>Serial No.</b>
<b>Eye Candy</b>	Service Mark	Federal	75/373,158
<b>Take Control</b>	Service Mark	Federal	75/507,284