



102332741

SHEET

Att'y Dkt. 081150-0200

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

1. Name of conveying party(ies):

Specialty Retailers, Inc., a Texas corporation
10201 Main Street
Houston, TX 77025

12-9-02

2. Name and address of receiving party(ies):

Specialty Retailers (TX) LP, a Texas limited partnership.
10201 Main Street
Houston, TX 77025

OFFICE OF PUBLIC RECORDS
2002 DEC -9 AM 11: 01
FINANCE SECTION

3. Nature of conveyance:

Assignment subordinate to 1% interest Assignment from Specialty Retailers, Inc., a Texas corporation to SRI General Partner LLC, a Nevada limited liability company dated August 15, 2001

Execution Date: August 15, 2001

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

A. Trademark Application No(s).

75/744,175 75/882,619 78/048,027

Trademark Registration No(s).

1,294,565 1,475,067 1,525,762
1,563,887 1,938,934 2,011,195
2,051,646 2,080,349 2,088,109
2,089,020 2,094,031 2,242,181
2,285,764

Additional numbers attached? Yes No

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

Name: Sean V. O'Connell
Address: McKinney & Stringer, P.C.
101 North Robinson, Suite 1300
City: Oklahoma City
State: Oklahoma Zip: 73102

6. Total no. of applications and registrations involved
[16]

7. Total fee (37 C.F.R. 3.41)

\$ 415

Enclosed

Authorized to be charged to deposit account.

8. Deposit Account Number 13-2493

(Attach triplicate of this page if paying by deposit account)

01/08/2003 LHMELLER 00000198 132493 75744175

01 FC:0121 40.00 CH
02 FC:0122 375.00 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.

Sean V. O'Connell

December 4, 2002

Date

Total number of pages including cover sheet [1]

ASSIGNMENT

This Assignment is made this 15th day of August, 2001 by and between Specialty Retailers, Inc., a Texas corporation, whose address is 10201 Main Street, Houston, TX 77025 (the "Assignor"), and Specialty Retailers (TX) LP, a Texas limited partnership, whose address is 10201 Main Street, Houston, Texas 77025 (the "Assignee").

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee, all of the Assignor's current and future right, title and interest in and to all of its assets and liabilities (collectively referred to as the "Interests"), other than the following assets and liabilities which are specifically excluded from this Assignment:

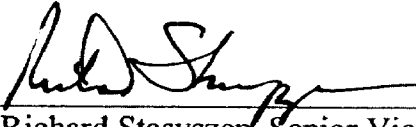
- (1) The store lease, the leasehold improvements, and the fixtures and equipment for Stage #526 located in Nogales, Arizona.
- (2) The store lease, the leasehold improvements, and the fixtures and equipment for Stage #527 located in Prescott, Arizona.
- (3) All pre petition liabilities (accrued or incurred prior to June 1, 2000) that are discharged under the Plan of Reorganization as confirmed by the Bankruptcy Court.
- (4) All federal and state income tax liabilities.
- (5) All state franchise tax liabilities.
- (6) It's ownership interest in SRI General Partner LLC, a Nevada limited liability company.
- (7) It's ownership interest in SRI Limited Partner LLC, a Nevada limited liability company.
- (8) It's ownership interest in SRI Receivables Purchase Co., Inc., a Delaware corporation.

This Assignment is subordinate to the Assignment from Specialty Retailers, Inc. to SRI General Partner LLC dated August 15, 2001, a copy of which is attached as Exhibit A.

The Assignor hereby represents and warrants that (i) the Interest is free and clear of any and all claims of third parties; (ii) the Interest has not been heretofore transferred; and (iii) the Assignor has the right to assign the Interest.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of August, 2001.

Specialty Retailers, Inc.

By: 
Richard Stasyszen, Senior Vice President