

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SRI General Partner LLC		08/16/2001	Limited Liability Company: NEVADA

RECEIVING PARTY DATA	
Name:	Specialty Retailers (TX) LP
Street Address:	10201 Main Street
City:	Houston
State/Country:	TEXAS
Postal Code:	77025
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	75744175	PALAIS ROYAL
Serial Number:	75882619	REBECCA MALONE
Serial Number:	78048027	SPECIALTY KIDS
Registration Number:	1294565	WHISPERS
Registration Number:	1475067	HANNAH
Registration Number:	1563887	BEALLS
Registration Number:	1938934	GRAPHITE
Registration Number:	2011195	GRAPHITE
Registration Number:	2051646	SUN RIVER CLOTHING CO.
Registration Number:	2080349	SUN RIVER CLOTHING CO.
Registration Number:	2088109	SUN RIVER CLOTHING CO.
Registration Number:	2089020	SUN RIVER CLOTHING CO.
Registration Number:	2094031	WHISPERS
Registration Number:	2242181	GRAPHITE

CH \$415.00 75744175

Registration Number:	2285764	SUN RIVER CLOTHING CO.
Registration Number:	1525762	STAGE

CORRESPONDENCE DATA

Fax Number: (405)239-7902
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 405-272-3144
Email: saenzm@mckinneystinger.com
Correspondent Name: Michael G. Saenz
Address Line 1: 101 North Robinson
Address Line 2: Suite 1300
Address Line 4: Oklahoma City, OKLAHOMA 73102

ATTORNEY DOCKET NUMBER:	81150-381
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NAME OF SUBMITTER:	Michael G. Saenz
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Total Attachments: 1 source=assign3#page1.tif
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ASSIGNMENT

This Assignment is made this 16th day of August, 2001 by and between SRI General Partner LLC, a Nevada limited liability company, 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 the Assignment from Specialty Retailers, Inc 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 16th day of August, 2001.

SRI General Partner LLC

By:



Richard Stasyszen, Senior Vice President

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