

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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

1. Name of conveying party(les):

Guntersville Outlet, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State AL Other

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

2. Name and address of receiving party(les)

Name: Factory Connection, LLC

Internal Address:

Street Address: 701 Railroad Avenue

City: Albertville State: AL Zip: 35950

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

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: 3/15/04

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1.487,941; 1,575,113

Additional number(s) attached Yes No

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

Name: Christopher E. Kondracki

Internal Address:

Street Address: 2001 Jefferson Davis, Hwy.

Suite 505

City: Arlington State: VA Zip: 22202

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

19-3545

DO NOT USE THIS SPACE

9. Signature.

Christopher E. Kondracki Name of Person Signing

Signature

4/15/04 Date

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 ASSIGNMENT

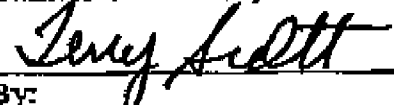
WHEREAS, Guntersville Outlet, Inc. ("Assignor") is the owner of record of the marks THE FACTORY CONNECTION and Design, United States Registration No. 1,487,941 and CRICKET BY THE CREEK and Design, United States Registration No. 1,575,113 (the "Marks") which are identified in Schedule A of this Agreement;

WHEREAS, Factory Connection, LLC ("Assignee") has acquired certain assets of Assignor pursuant to the Asset Purchase Agreement dated March 15, 2004, particularly the assets relating to and including any and all rights that Assignor may have in and to the Marks and the registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks. Assignee is desirous of acquiring the Marks and the registrations therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors and assigns, exclusively and into perpetuity, all of Assignor's right, title and interest in and to the Marks, including the United States registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, free from all liens, charges and encumbrances.

IN WITNESS WHEREOF, Assignor hereby executes this instrument on March 15, 2004.

Assignor,
Guntersville Outlet, Inc.


By: _____

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EXHIBIT A

Borrower's now owned or existing or hereafter acquired or arising registered service marks and Federal service mark applications, registered trademarks, and Federal trade mark applications:

Trademark/Service Mark Registrations

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
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The Factory Connection, United States Patent and Trademark Office Registration Number 1,487,941. Registered May 10, 1988		
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Cricket by the Creek, United States Patent and Trademark Office Registration Number 1,575,113. Registered January 2, 1990		
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