

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Copyright 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

920538-95679

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BT Commercial Corporation

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Collateral Release (of Security Interest)
- Merger
- Change of Name

Execution Date: April 30, 2004

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

Name: Direct Marketing Services, Inc.

Internal Address:

Street Address: 2245 S. Michigan Avenue

City: Chicago State: IL ZIP: 60616

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Exhibit A (3 registrations)
See attached Exhibit B (10 registrations)

Additional numbers

Yes No

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

Name: Glenn W. Ohlson

Internal Address: Barnes & Thornburg LLP

Street Address: PO Box 2786

City: Chicago State: IL ZIP: 60690-2786

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41):.....\$ \$340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-0913

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.

Glenn W. Ohlson

Name of Person Signing

Signature

May 7, 2004

Date

Total number of pages including cover sheet, attachments, and

6

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

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**EXHIBIT B
PURCHASED MARKS
OTHER MARKS**

Marks That May Be Registered

Mark	Registration Number	Goods/Services
AUTO EXPRESS	1,546,833	Retail automotive store services
AUTO EXPRESS	1,277,384	Automotive repair and maintenance services
GOLD 'N GEMS	1,618,665	Retail store, mail order, and distribution services for jewelry
COLOR CONNECTION	1,867,017	Window coverings; namely, window shades and blinds; curtains, swags, valances and draperies made of fabric
COLOR CONNECTION	1,795,052	Blankets, comforters, sheets, pillowcases, pillow shams, dust ruffles, bedspreads, towels, shower curtains, tablecloths
SLEEP CONNECTION	2,454,892	Pillows, pillow covers, mattress pads, mattress covers, bed sheets, comforters, and bed blankets
HOME IDEAS	1,512,141	Retail department store services
KIDS STORE & DESIGN	1,558,564	Retail department store services
KIDS STORE (stylized)	1,558,561	Retail department store services
YOU CAN'T SHOP SMARTER THAN WARDS	2,413,019	Retail department store services

**EXHIBIT A
PURCHASED TRADEMARKS
WARD HOUSE MARKS**

Mark	Registration Number	Goods/Services
MONTGOMERY WARD	1,170,705	Retail department store and mail order services
MONTGOMERY WARD	1,258,963	Retail department store and mail order services
WARDS	2,210,957	Retail department store services

**All With Associated
Good-Will Released**

SHORT FORM COLLATERAL RELEASE

Whereby BT Commercial Corporation (the "Agent") as agent entered into a Security Agreement dated as of August 2, 1999 with Montgomery Ward, LLC ("Ward"), and whereby General Electric Capital Corporation ("GE Capital") guaranteed certain payment, and Agent and GE Capital have taken a collateral assignment in the trademarks listed on Exhibits A and B ("Trademarks") attached hereto, whereby Ward desires to sell the Trademarks free and clear of the security interests, liens, claims and encumbrances of the Agent and GE Capital, whereby Agent and GE Capital have agreed to release their interests in Trademarks pursuant to Collateral Release Agreement made and entered into as of April 1, 2004 by and among Ward, the Agent and GE Capital.

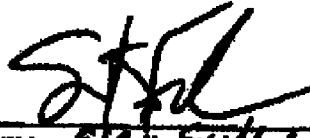
Accordingly, the Agent hereby releases its security interest in the Trademarks pursuant to the Collateral Release Agreement made and entered into as of April 1, 2004.

Accordingly, GE Capital hereby releases its security interest, as subrogee of the Agent, in the Trademarks pursuant to the Collateral Release Agreement made and entered into as of April 1, 2004.

MONTGOMERY WARD, LLC

BT COMMERCIAL CORPORATION
as Agent

By: _____
Name:
Title:

By: 
Name: *Steven Friedrich*
Title: *Director*

GENERAL ELECTRIC CAPITAL CORPORATION

By: _____
Name:
Title:

Executed April 30, 2004

SHORT FORM COLLATERAL RELEASE

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Accordingly, the Agent hereby releases its security interest in the Trademarks pursuant to the Collateral Release Agreement made and entered into as of April 1, 2004.

Accordingly, GE Capital hereby releases its security interest, as subrogee of the Agent, in the Trademarks pursuant to the Collateral Release Agreement made and entered into as of April 1, 2004.

MONTGOMERY WARD, LLC

**BT COMMERCIAL CORPORATION
as Agent**

By: *[Signature]*
Name: John L. Pollock
Title: Accounting Director, C-48 Assignment, LLC
Plan Administrator, Montgomery Ward LLC
et al

By: _____
Name: _____
Title: _____

GENERAL ELECTRIC CAPITAL CORPORATION

By: _____
Name: _____
Title: _____

Executed April 30, 2004

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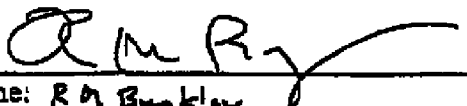
MONTGOMERY WARD, LLC

**BT COMMERCIAL CORPORATION
as Agent**

By: _____
Name:
Title:

By: _____
Name:
Title:

GENERAL ELECTRIC CAPITAL CORPORATION

By: 
Name: R M Buskley
Title VP Finance BD

Executed April 30, 2004

CH0801 TENGLING 214911v1