

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

BRYLANE, L.P.

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

Citizenship (see guidelines) DELAWARE

Execution Date(s) JUNE 21, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: REDCATS USA, L.P.

Internal

Address:

Street Address: 2300 SOUTHEASTERN AVE.

City: INDIANAPOLIS

State: INDIANA

Country: USA Zip: 46021

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
Citizenship _____
Citizenship DELAWARE
Citizenship _____
Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

SEE SCHEDULE A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: RANDEE SIBUL GELBERT

Internal Address: MEITUS GELBERT LLP

Street Address: 10 W. MARKET ST., # 1720

City: INDIANAPOLIS

State: INDIANA Zip: 46204

Phone Number: 317-464-5366

Fax Number: 317-464-5332

Email Address: rgelbert@mglawpartners.com

6. Total number of applications and registrations involved:

70

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,765.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 2193
Expiration Date AUGUST 2007

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Randee S. Gelbert

Signature

10/8/04

Date

RANDEE SIBUL GELBERT

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$1765.00 78306897

SCHEDULE A

Registration (Application) No.	Registration (Filing) Date	Mark
2,604,539	06-AUG-2002	... YOUR STYLE, YOUR SIZE
78/306,897	29-SEP-2003	ALENI
2,696,788	11-MAR-2003	ALL AMERICAN COMFORT
2,637,532	15-OCT-2002	ALL TERRAIN OUTFITTERS
2,444,761	17-APR-2001	ALLISON WOODS
78/364,582	09-FEB-2004	AMERICA'S SPECIALTY CATALOG AND E-COMMERCE LEADER
2,619,167	10-SEP-2002	AMERICA'S SPECIALTY CATALOG LEADER
2,308,066	11-JAN-2000	AMERICA'S WHITE SALE CATALOG
2,629,014	01-OCT-2002	AMOUREUSE
1,466,415	24-NOV-1987	BRIDGE GATE
2,582,175	18-JUN-2002	BRYLANE
2,719,427	27-MAY-2003	BRYLANE BEACH
2,681,499	28-JAN-2003	BRYLANE HOME
2,588,396	02-JUL-2002	BRYLANE HOME
2,859,936	06-JUL-2004	BRYLANE HOME KITCHEN
78/224,311	11-MAR-2003	BRYLANE HOME WISHES
2,710,034	22-APR-2003	BRYLANE WOMAN
2,276,592	07-SEP-1999	CANDLELIGHT & CHAMPAGNE and Design
2,592,588	09-JUL-2002	DAPHNE GREY
78/146,062	22-JUL-2002	DENIM 24/7
78/316,974	22-OCT-2003	DENIM 365
2,805,755	13-JAN-2004	DREAMS & CO.
78/150,335	02-AUG-2002	EASY OPTIONS
2,807,464	20-JAN-2004	FASHIONCODE
2,458,552	05-JUN-2001	FASHMIRA
78/146,174	22-JUL-2002	INTIMATE DETAILS
78/374,013	25-FEB-2004	INTIMATE PROMISE
2,114,549	18-NOV-1997	JENNIFER JAMES
2,706,494	15-APR-2003	KING SIZE
0,977,344	22-JAN-1974	KING SIZE
0,931,531	28-MAR-1972	KING SIZE
2,751,981	19-AUG-2003	KING SIZE DIRECT
2,801,426	30-DEC-2003	KING SIZE SPORT
2,635,986	15-OCT-2002	KINGS' COURT
2,805,307	13-JAN-2004	KINGSIZE SPORT
2,794,626	16-DEC-2003	KINGSIZE SPORT
2,103,959	07-OCT-1997	KNITT MIXX
2,840,209	11-MAY-2004	KNOCKAROUNDS
2,330,791	21-MAR-2000	MAIN STREET CLASSICS and Design
2,811,782	03-FEB-2004	MAINFLOOR
2,725,970	10-JUN-2003	MAINSTREET BLUES
78/109,002	15-FEB-2002	MERIDIAN BLUES
2,666,174	24-DEC-2002	MORE FOR LESS IN BIG AND TALL SIZES!
2,428,869	13-FEB-2001	ONLY NECESSITIES and Design
1,867,307	13-DEC-1994	PRIORITY ONE
2,725,190	10-JUN-2003	PRO KING
2,801,427	30-DEC-2003	PRO KING
2,826,477	23-MAR-2004	R (Stylized)
78/148,207	28-JUL-2002	R ROAMAN'S (Stylized)

Registration (Application) No.	Registration (Filing) Date	Mark
78/292,779	27-AUG-2003	RESORTS PLUS
2,654,196	26-NOV-2002	ROAMAN'S
1,169,405	15-SEP-1981	ROAMAN'S (Stylized)
2,807,459	20-JAN-2004	SOFT FOCUS
78/374,018	25-FEB-2004	STERLING HILL
0,785,263	16-FEB-1965	SUE BRETT
0,524,422	25-APR-1950	SUE BRETT and Design
1,621,353	06-NOV-1990	SUE BRETT and Design
2,082,526	22-JUL-1997	SUPER SLIMMER
78/394,073	31-MAR-2004	SWIM 365
1,354,793	13-AUG-1985	TALL COLLECTION
2,793,123	09-DEC-2003	THE BEST DRESSED
1,617,731	16-OCT-1990	THE WOMAN WITHIN
1,467,466	01-DEC-1987	TOWER HILL
2,698,161	18-MAR-2003	VIA ACCENTI
2,721,555	03-JUN-2003	VIA ACCENTI
2,592,458	09-JUL-2002	VIA ACCENTI
78/374,093	25-FEB-2004	VINCELLI
78/394,087	31-MAR-2004	WILD WITCHES
78/394,059	31-MAR-2004	WILLOW LANE
2,488,177	11-SEP-2001	WW WOMAN WITHIN and Design

CERTIFICATE OF AMENDMENT
 TO
CERTIFICATE OF LIMITED PARTNERSHIP
 OF
BRYLANE, L.P.

It is hereby certified that:

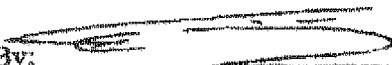
FIRST: The name of the limited partnership (hereinafter called the "partnership") is Brylane, L.P.

SECOND: Pursuant to provisions of Section 17-202, Title 6, Delaware Code, the Certificate of Limited Partnership is amended as follows:

The name of the limited partnership is changed to Redcats USA, L.P.

The undersigned, a general partner of the partnership, executed this Certificate of Amendment on June 21, 2004.

Chadwicks of Boston, Inc., General Partner

By: 

 Name: Eric Faintreny
 Title: President

#1977486_v1

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 08:00 AM 08/05/2004
 FILED 08:00 AM 08/05/2004
 SNV 040573371 - 2349027 FILE

[Doc. #6]