Form **PTO-1594**

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(Rev. 10/02)

05-14-2004



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

Attorney Dkt: DT-1 (#90413)

1. Name of conveying party(ies): Dots, Inc. 2. Name and address of receiving party(ies) Name: Dots, LLC Internal Address: Street Address: 30801 Carter Street City: Solon State: OII Zip: 44139 City Corporation-State City: Corporation-State City: Corporation-State City: Solon State: OII Zip: 44139 City: Conversion-State City: Cleveland State: OII Zip: 44139 City: Cleveland State: OII Zip: 44114 City: Cleveland State: OII Zip: 44139 City: Cleveland State: OII Zip: 44114 City: Cleveland Stat	To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.	
Dots, Inc. Name: Dots, LLC Internal Address: Street Address: 30801 Carter Street City: Solon State: OH Zip: 44139 Corporation-State Individual(s) citizenship Individual(s) citizenship Association Address: Street Address: 30801 Carter Street City: Solon State: OH Zip: 44139 Individual(s) citizenship Address: Individual(s) citizenship Association Address: Individual(s) citizenship Association Ceneral Partnership Corporation-State Individual(s) citizenship Association Ceneral Partnership Corporation-State Individual(s) citizenship Association Corporation-State Individual(s) citizenship Association Corporation-State Individual(s) citizenship Association Corporation-State Individual(s) citizenship Corporation-State Individual(s) citizenship Corporation-State Individual(s) citizenship Corporation-State Cor	Name of conveying party(ies):	Name and address of receiving party(ies)
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Additional name(s) of conveying party(ies) attached? Yes No 3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Delaware Limited Liability Company If assignes in a too domicled in the United Stated, a domestic representative designation is attached. Yes No A Application number(s) or registration number(s): A. Trademark Application No.(s) 5. Name and address of party to whom correspondence concerning document should be mailed: Name: D. Peter Hochberg Internal Address: D. PETER HOCHBERG CO., L.P.A. 1940 East 6th Street - 6th Floor Cleveland OH 44114 Street Address: 1940 East 6th Street - 6th Floor ONOTUSE 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 second of the original document. Katherine R. Vieyra Name of Person Signing		
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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. Katherine R. Vieyra		
Name of Person Signing Signature Date	To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true S	
Name of Person Signing Signature Date	copy of the original document.	
	Katherine R. Vieyra	May 7, 2004

Attachment for Recordation Form Cover Sheet Trademarks Only (Form PTO-1594)

Continuation of Item 4. Additional Application Number(s) or Registration Number(s)

A. Trademark Application No.(s): 76363508, 75472625, 75473546, and 76505806

B. Trademark Registration No.(s): 1304293, 1502671, 2568849, 2748444, 2450264, 2051546, 2450263, 1601518, 2671893, and 2768884

TRADEMARK REEL: 002966 FRAME: 0247

BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

This Bill of Sale, Assignment and Assumption Agreement (this "Agreement") is entered into as of the 23day of May, 2003, by and between RAG Holdings, Inc., an Ohio corporation ("RAG Holdings") and successor by merger to Dots, Inc., an Ohio corporation, Dots Stores, Inc., an Ohio corporation, Dots Online, Inc. an Ohio corporation, Dots Holdings, Inc., an Ohio corporation, Dots Stores Holdings, Inc., an Ohio corporation, and Bobbi Gee Toledo, an Ohio corporation, and Dots, LLC, a Delaware limited liability company ("Dots LLC"). Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Recapitalization Agreement (as such term is defined below).

RECITALS

WHEREAS, Dots, Inc., Dot Stores, Inc., Dots Online, Inc., Dots Holdings, Inc., Dots Stores Holdings, Inc., Bobbi Gee Toledo, Inc., and Dots LLC have executed and delivered a Recapitalization Agreement dated the date hereof (the "Recapitalization Agreement"); and

WHEREAS, pursuant to the terms of the Recapitalization Agreement, RAG Holdings desires to transfer and assign to Dots LLC all of RAG Holdings' right, title and interest in and to the Contributed Assets, and Dots LLC desires to acquire all of RAG Holdings' right, title and interest in and to the Contributed Assets and to assume all of the Assumed Liabilities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, RAG Holdings does hereby grant, bargain, sell, deliver, transfer, assign and convey unto Dots LLC, its successors and assigns forever, all of RAG Holdings' right, title and interest in and to the Contributed Assets.

TO HAVE AND TO HOLD the Contributed Assets unto Dots LLC, its successors and assigns forever. RAG Holdings will at any time and from time to time, upon request of Dots LLC, do, execute, acknowledge and deliver all such further acts, deeds, assignment, instruments of transfer or conveyance, powers of attorney and assurances as may be required for the assigning, transferring, granting, conveying, assuring and confirming to Dots LLC, or to its successors and assigns, or for aiding and assisting in collecting and reducing to possession, any or all of the assets and property to be conveyed, transferred and assigned to Dots LLC.

In connection with the transfer of the Contributed Assets and on the basis of the representations, warranties and agreements contained in the Recapitalization Agreement, and subject and pursuant to the terms of the Recapitalization Agreement, Dots LLC hereby assumes and agrees to pay, perform and discharge the Assumed Liabilities.

This Agreement is to be governed by and construed in accordance with the laws of the State of Ohio without regard to its conflict of laws principles.

TRADEMARK REEL: 002966 FRAME: 0248

This Agreement may be executed by the parties hereto in two or more counterparts, each of which shall be an original and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of RAG Holdings and Dots LLC has caused this Agreement to be signed on the date first above written by duly authorized officers thereof.

2

Robert A. Glick, Chief Executive Officer, President and Chairman

"RAG Holdings"

DOTS By:

> Rebert A. Glick, Chief Executive Officer, President and Chairman

> > "Dots LLC"

TRADEMARK REEL: 002966 FRAME: 0249

RECORDED: 05/11/2004