

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	03/13/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Popular Club Plan, Inc.		03/13/2007	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	Direct Marketing Services, Inc.
Street Address:	2245 South Michigan Ave.
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60616
Entity Type:	CORPORATION: ILLINOIS

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	1835863	POPULAR CLUB PLAN
Registration Number:	2733685	POPULAR CLUB
Registration Number:	1829702	POPULAR
Registration Number:	0974176	POPULAR SHOPPING CLUB
Registration Number:	1828670	BETTER YOUR LIFE
Registration Number:	2545153	POPULAR GOURMET
Registration Number:	2022134	OVERKIRK
Registration Number:	2067355	OK OVERKIRK
Registration Number:	2067356	OVERKIRK JEANSWEAR

**CORRESPONDENCE DATA**

Fax Number: (312)759-5646  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**CH \$240.00 1835863**

Phone: (312) 357-1313  
Email: gohlson@btlaw.com  
Correspondent Name: Glenn W. Ohlson  
Address Line 1: P.O. Box 2786  
Address Line 4: Chicago, ILLINOIS 60690-2786

ATTORNEY DOCKET NUMBER:	105276
NAME OF SUBMITTER:	John P. Wappel
Signature:	/John P. Wappel/
Date:	08/28/2007

Total Attachments: 2  
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ASSIGNMENT

WHEREAS, Popular Club Plan, Inc., a New Jersey corporation, having a principal place of business at 22 Lincoln Place, Garfield, New Jersey 07026, has adopted, used and is the owner of the registrations listed on attached Schedule A:

WHEREAS, Direct Marketing Services, Inc., an Illinois corporation, having an office and principal place of business at 2245 South Michigan Avenue, Chicago, Illinois 60616, is desirous of acquiring all of the right, title and interest of afore-mentioned Registrations;

NOW, THEREFORE, for good and valuable considerations, the receipt of which is hereby acknowledged, Popular Club Plan, Inc. does hereby assign and transfer unto Direct Marketing Services, Inc. its entire right, title and interest in and to the said marks, together with the goodwill of the business connected with the use of and symbolized by the said marks.

IN WITNESS WHEREOF, Gene Pepe, President has executed this Assignment this 13<sup>th</sup> day of March, 2007.

Gene Pepe  
Name: Gene Pepe  
Title: President  
Popular Club Plan, Inc.

NOTARIAL ACKNOWLEDGEMENT

I hereby certify that Gene Pepe, whose name appears above, personally appeared before me this day and acknowledged that he signed, sealed and delivered the said instrument pursuant to authority given him as the free and voluntary act for the uses and purposes herein set forth.

Given under my hand and notarial seal this 13 day of March, 2007.

My commission expires: Gaudy Rodriguez

**GAUDY F. RODRIGUEZ**  
**ID # 2343571**  
**NOTARY PUBLIC OF NEW JERSEY**  
**Commission Expires 4/19/2011**

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SCHEDULE A

<b>Trademark</b>	<b>Registration No.</b>
POPULAR CLUB PLAN	1,835,863
POPULAR CLUB	2,733,685
POPULAR	1,829,702
POPULAR SHOPPING CLUB	974,176
BETTER YOUR LIFE	1,828,670
POPULAR GOURMET	2,545,153
OVERKIRK	2,022,134
OK OVERKIRK	2,067,355
OVERKIRK JEANSWEAR	2,067,356