

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spencer's International Group, LLC		12/05/2007	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Spencer's Incorporated of Mount Airy, NC
Street Address:	238 Willow Street
City:	Mt. Airy
State/Country:	NORTH CAROLINA
Postal Code:	27030
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	0529689	SPENCER'S
Registration Number:	1657461	SPENCER'S
Registration Number:	2525072	
Registration Number:	1686530	ZIP LEG
Registration Number:	2935883	SPENCER'S SIGNATURE COLLECTION BY: LESLIE ANN
Registration Number:	1173365	
Registration Number:	2137888	WEE BEAR
Registration Number:	1896285	SPENCER'S
Registration Number:	2084151	

CORRESPONDENCE DATA

Fax Number: (919)361-2262
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919.981.4025
 Email: mthomas@williamsmullen.com
 Correspondent Name: Mark S. Thomas

OP \$240.00 0529689

Address Line 1: 3200 Beechleaf Court, Suite 500
Address Line 4: Raleigh, NORTH CAROLINA 27604

NAME OF SUBMITTER:	Mark S. Thomas
Signature:	/Mark S. Thomas/
Date:	12/20/2007

Total Attachments: 3
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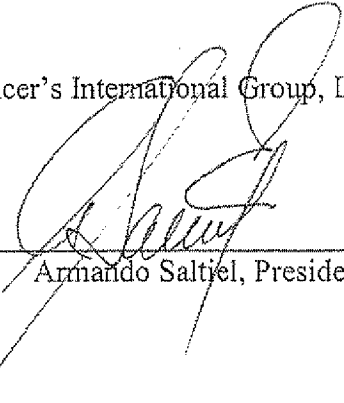
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign to the Seller, and grants to the Seller, a continuing security interest in and a continuing lien on, the Trademark Collateral as security for the payment and performance of the Note.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its authorized officer as of December 5th, 2007.

(Corporate Seal)



Spencer's International Group, LLC

By: 
Armando Saltiel, President

SCHEDULE A
(Trademarks)

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Spencer's	0529689	11/16/2000
Spencer's (Classes 24,25)	1657461	6/30/2001
Spencer's (Logo) (Classes 24,25)	1896285	8/05/2004
Maltese Cross Design	2525072	1/1/2002
Zip Leg	1686530	6/1/2002
Spencer's Signature Collection By Leslie Ann	2935883	3/29/2005
Maltese Cross	1173365	2/13/2002
Wee Bear Drawing	2084151	7/29/1997
Wee Bear (Word Mark)	2137888	2/17/1998

