

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wachovia Bank		09/18/2008	National Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	Arizona Mail Order Company, Inc.
<b>Street Address:</b>	3740 East 34th Street
<b>City:</b>	Tucson
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85713
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Bedford Fair Apparel, Inc.
<b>Street Address:</b>	3740 East 34th Street
<b>City:</b>	Tucson
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85713
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	LM&B Catalog, Inc.
<b>Street Address:</b>	3740 East 34th Street
<b>City:</b>	Tucson
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85713
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Monterey Bay Clothing Company, Inc.
<b>Street Address:</b>	3740 East 34th Street
<b>City:</b>	Tucson
<b>State/Country:</b>	ARIZONA

OP \$2190.00 78871852

Postal Code:	85713
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 87

Property Type	Number	Word Mark
Serial Number:	78871852	VICKI VALUE
Serial Number:	78400389	CLOTHES THAT DO MORE FOR LESS
Serial Number:	78828928	FAVORITES BY VICKI WAYNE'S
Serial Number:	76190511	BROWNSTONE COBBLER
Serial Number:	76308194	BROWNSTONE WOMAN
Serial Number:	78382761	BEDFORD FAIR LIFESTYLES
Serial Number:	78828723	BEST QUALITY. BEST PRICES. BEST YOU.
Serial Number:	78355680	BEDFORD FAIR APPAREL
Serial Number:	78846774	DANCING DOLLS
Serial Number:	78382778	FOR ALL YOU ARE
Serial Number:	77232221	COORDINATES BY VICKI WAYNE
Serial Number:	78828818	VICKI BLUE
Serial Number:	78878556	MONTEREY BAY FOOTWEAR
Serial Number:	78828910	STUDIO SERIES BY VICKI WAYNE
Serial Number:	78828887	ESSENTIALS BY VICKI WAYNE
Serial Number:	78842093	SIGNATURE COLLECTION BY VICKI WAYNE
Serial Number:	78897880	VICKI WAYNE
Serial Number:	77022411	BFA CLASSICS
Serial Number:	77081811	WILLOW RIDGE
Serial Number:	78811142	WILLOW RIDGE
Serial Number:	78382773	BEDFORD FAIR
Serial Number:	72216766	"KICKS" BY WILROY
Serial Number:	73689242	ADRIAN-AVERY
Serial Number:	73153946	AMBASSADOR
Serial Number:	73583187	APPOINTMENTS
Serial Number:	73571163	APPOINTMENTS
Serial Number:	78382774	BFA CLASSICS
Serial Number:	74676920	BARONESS DE WAYNE
Serial Number:	73703747	BROWNSTONE STUDIO
Serial Number:	72463633	BROWNSTONE STUDIO

Serial Number:	73230817	BROWNSTONE STUDIO
Serial Number:	78440739	COWARD
Serial Number:	73706837	CLOTHES TO HOME
Serial Number:	71039493	COWARD
Serial Number:	78310426	INTIMATE APPEAL
Serial Number:	75390967	DAVID CALAIS
Serial Number:	78242057	MONTEREY BAY CLOTHING COMPANY
Serial Number:	72308038	DRY DOCK BY SERBIN
Serial Number:	72279335	DULOTTES
Serial Number:	73647797	EASY LIVING
Serial Number:	71697361	EDGE KEEPERS
Serial Number:	73505011	HEAVENLY COMFORT
Serial Number:	73083914	HEIRESS II
Serial Number:	78861661	JUDY BOND
Serial Number:	74145319	INTIMATE APPEAL
Serial Number:	73285593	INTIME
Serial Number:	73593124	JEWELRY VALUES
Serial Number:	73220013	LADY "A"
Serial Number:	73220012	LADY AMBASSADOR
Serial Number:	73731687	LEW MAGRAM
Serial Number:	73616143	MARK REED
Serial Number:	73425956	NANCY'S CHOICE
Registration Number:	1202124	NANCY'S CHOICE
Serial Number:	73508538	OLD PUEBLO TRADERS
Serial Number:	73465909	OLD PUEBLO TRADERS VICKI WAYNE'S
Serial Number:	73048633	ORGANIZED LADY
Serial Number:	73375435	PATCHWORK POCKETS
Serial Number:	76019523	PRELUDE
Serial Number:	74020955	REGALIA
Serial Number:	73509283	RIVIERA
Serial Number:	78310419	RUNWAY FASHIONS AT RUNAWAY PRICES
Serial Number:	73048634	SAFETY BAG
Serial Number:	78382765	BEDFORD FAIR LIFESTYLES
Serial Number:	71671532	SERBIN
Serial Number:	71656742	SERBIN SHIRTWAISTER

Serial Number:	73687002	SERBIN SPORT
Serial Number:	73171435	SERENDIPITY
Serial Number:	73016663	SHOPPING INTERNATIONAL
Serial Number:	75329183	SMARTFIT
Serial Number:	75783604	SPA GEAR
Serial Number:	72179272	STRAWSTACK
Serial Number:	73692050	SWITCHES
Serial Number:	73469894	THE FASHION SPECIALISTS
Serial Number:	73375436	ULTIMATE
Serial Number:	73683187	UNIQUE PETITE
Serial Number:	73778622	VALUE SHOWCASE
Serial Number:	73508579	VICKI WAYNE'S
Serial Number:	75127842	VICKI WAYNE'S
Serial Number:	76021791	WHATEVER IT TAKES
Serial Number:	73419800	WILLOW RIDGE
Serial Number:	72389088	WILROY
Serial Number:	72206793	WILROY
Serial Number:	72206794	WILROY TRAVELER
Serial Number:	73038569	WORLD OF FASHION
Serial Number:	78440731	BEDFORD FAIR SHOESTYLES
Serial Number:	78440747	THE FASHION SPECIALISTS
Serial Number:	78313936	TUMBLEWEEDS

**CORRESPONDENCE DATA**

Fax Number: (202)842-8465  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-842-8800  
Email: dctrademarks@dbr.com  
Correspondent Name: Amy E. Carroll  
Address Line 1: 1500 K Street, N.W.  
Address Line 2: Suite 1100  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER:	014639/421897
NAME OF SUBMITTER:	Amy E. Carroll
Signature:	/amycarroll/

Date:

10/02/2008

**Total Attachments: 11**

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## RELEASE OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, Arizona Mail Order Company, Inc., a Delaware corporation, Bedford Fair Apparel, Inc., a Delaware corporation, LM&B Catalog, Inc., a Delaware corporation, and Monterey Bay Clothing Company, Inc., a Delaware corporation (collectively "Debtors"), each with offices at 3740 East 34<sup>th</sup> Street, Tucson, Arizona 85713, granted a security interest in and lien upon certain trademarks and related collateral (including without limitation that collateral described herein) to Wachovia Bank, National Association, successor by merger to Congress Financial Corporation, in its capacity as agent (in such capacity, "Secured Party"), acting for and on behalf of the Lenders as set forth in the Trademark Collateral Assignment and Security Agreement, dated as of June 2, 2005, by Debtor in favor of Secured Party (which agreement was recorded in the United States Patent and Trademark Office on August 4, 2005 at Reel 003198, Frame 0524), as amended by Amendment No. 1 to Trademark Collateral Assignment and Security Agreement, dated as of September 1, 2007, between Debtor and Secured Party (as so amended, the "Security Agreement"), which amendment was recorded in the United States Patent and Trademark Office on January 12, 2008 at Reel 003695, Frame 0654. Capitalized terms used herein and not defined shall have the meanings assigned to such terms in the Security Agreement.

WHEREAS, Debtors have requested that Secured Party release its security interest in the Trademarks and reassign such interest to Debtors;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Secured Party hereby:

1. Releases and reassigns to Debtors any and all liens, security interests, conditional assignments, right, title and interest of Secured Party pursuant to the Security Agreement in and to all of the following without recourse or representation or warranty, express or implied, of any kind:

- a) the Trademarks, including, without limitation, the trademarks and trademark applications identified in Schedule A annexed hereto and made a part hereof, and all prints and labels on which such trademarks, trade names, trade styles and service marks appear, and all designs and general intangibles of a like nature;
- b) the goodwill of the business symbolized by each of the Trademarks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Trademarks;
- c) all income, fees, royalties and other payments at any time due or payable with respect to the Trademarks, including, without limitation, payments under all licenses at any time entered into in connection therewith;
- d) all licenses, contracts or other agreements naming the Debtor as licensor or licensee and providing for the grant of any rights concerning any Trademark, together with any goodwill associated with and symbolized by any such trademark licenses and agreements;

- e) the right to sue for any infringements of the Trademarks;
- f) all rights corresponding to the Trademarks throughout the world; and
- g) any and all other proceeds of any of the foregoing, including, without limitation, damages and payments or claims by Debtors against third parties for infringement of the Trademarks.

2. Agrees that any power of attorney or similar rights granted by Debtors to Secured Party pursuant to or in connection with the Security Agreement are terminated; and

3. Authorizes and requests that the United States Patent and Trademark Office note and record the existence of the release hereby given.

IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest in Trademarks to be executed by its duly authorized officer this 18<sup>th</sup> day of September, 2008.

WACHOVIA BANK, NATIONAL ASSOCIATION

By: Sang Kim  
Name: Sang Kim  
Title: Vice President



SCHEDULE A  
TO  
RELEASE OF SECURITY INTEREST IN TRADEMARKS

LIST OF TRADEMARKS

1. Serial #: 78871852 Filing Date: 04/28/2006 Registration #: NONE Registration Date:  
Mark: VICKI VALUE
2. Serial #: 78400389 Filing Date: 04/12/2004 Registration #: 3019960 Registration Date:  
11/29/2005  
Mark: CLOTHES THAT DO MORE FOR LESS
3. Serial #: 78828928 Filing Date: 03/03/2006 Registration #: NONE Registration Date:  
Mark: FAVORITES BY VICKI WAYNE'S
4. Serial #: 76190511 Filing Date: 01/05/2001 Registration #: NONE Registration Date:  
Mark: BROWNSTONE COBBLER
5. Serial #: 76308194 Filing Date: 08/30/2001 Registration #: 3115587 Registration Date:  
07/18/2006  
Mark: BROWNSTONE WOMAN
6. Serial #: 78382761 Filing Date: 03/11/2004 Registration #: 3062215 Registration Date:  
02/28/2006  
Mark: BEDFORD FAIR LIFESTYLES
7. Serial #: 78828723 Filing Date: 03/03/2006 Registration #: NONE Registration Date:  
Mark: BEST QUALITY. BEST PRICES. BEST YOU.
8. Serial #: 78355680 Filing Date: 01/22/2004 Registration #: 3125637 Registration Date:  
08/08/2006  
Mark: BEDFORD FAIR APPAREL
9. Serial #: 78846774 Filing Date: 03/27/2006 Registration #: NONE Registration Date:  
Mark: DANCING DOLLS
10. Serial #: 78382778 Filing Date: 03/11/2004 Registration #: 3243509 Registration Date:  
05/22/2007  
Mark: FOR ALL YOU ARE
11. Serial #: 77232221 Filing Date: 07/18/2007 Registration #: 3489860 Registration Date:  
08/19/2008  
Mark: COORDINATES BY VICKI WAYNE

12. Serial #: 78828818 Filing Date: 03/03/2006 Registration #: 3469545 Registration Date: 07/15/2008  
Mark: VICKI BLUE

13. Serial #: 78878556 Filing Date: 05/08/2006 Registration #: 3213272 Registration Date: 02/27/2007  
Mark: MONTEREY BAY FOOTWEAR

14. Serial #: 78828910 Filing Date: 03/03/2006 Registration #: 3478147 Registration Date: 07/29/2008  
Mark: STUDIO SERIES BY VICKI WAYNE

15. Serial #: 78828887 Filing Date: 03/03/2006 Registration #: 3478146 Registration Date: 07/29/2008  
Mark: ESSENTIALS BY VICKI WAYNE

16. Serial #: 78842093 Filing Date: 03/21/2006 Registration #: 3321356 Registration Date: 10/23/2007  
Mark: SIGNATURE COLLECTION BY VICKI WAYNE

17. Serial #: 78897880 Filing Date: 06/01/2006 Registration #: 3393331 Registration Date: 03/04/2008  
Mark: VICKI WAYNE

18. Serial #: 77022411 Filing Date: 10/17/2006 Registration #: 3273859 Registration Date: 08/07/2007  
Mark: BFA CLASSICS

19. Serial #: 77081811 Filing Date: 01/12/2007 Registration #: 3274113 Registration Date: 08/07/2007  
Mark: WILLOW RIDGE

20. Serial #: 78811142 Filing Date: 02/09/2006 Registration #: 3193041 Registration Date: 01/02/2007  
Mark: WILLOW RIDGE

21. Serial #: 78382773 Filing Date: 03/11/2004 Registration #: 3013102 Registration Date: 11/08/2005  
Mark: BEDFORD FAIR

22. Serial #: 72216766 Filing Date: 04/16/1965 Registration #: 0816640 Registration Date: 10/11/1966  
Mark: "KICKS" BY WILROY

23. Serial #: 73689242 Filing Date: 10/13/1987 Registration #: 1506560 Registration Date: 09/27/1988

Mark: ADRIAN-AVERY

24. Serial #: 73153946 Filing Date: 12/27/1977 Registration #: 1126618 Registration Date: 11/06/1979

Mark: AMBASSADOR

25. Serial #: 73583187 Filing Date: 02/18/1986 Registration #: 1525538 Registration Date: 02/21/1989

Mark: APPOINTMENTS

26. Serial #: 73571163 Filing Date: 12/02/1985 Registration #: 1523901 Registration Date: 02/07/1989

Mark: APPOINTMENTS

27. Serial #: 78382774 Filing Date: 03/11/2004 Registration #: 2991988 Registration Date: 09/06/2005

Mark: BFA CLASSICS

28. Serial #: 74676920 Filing Date: 05/19/1995 Registration #: 1966945 Registration Date: 04/09/1996

Mark: BARONESS DE WAYNE

29. Serial #: 73703747 Filing Date: 01/04/1988 Registration #: 1502314 Registration Date: 08/30/1988

Mark: BROWNSTONE STUDIO

30. Serial #: 72463633 Filing Date: 07/23/1973 Registration #: 0989000 Registration Date: 07/23/1974

Mark: BROWNSTONE STUDIO

31. Serial #: 73230817 Filing Date: 09/10/1979 Registration #: 1165943 Registration Date: 08/18/1981

Mark: BROWNSTONE STUDIO

32. Serial #: 78440739 Filing Date: 06/24/2004 Registration #: 2970745 Registration Date: 07/19/2005

Mark: COWARD

33. Serial #: 73706837 Filing Date: 01/21/1988 Registration #: 1500504 Registration Date: 08/16/1988

Mark: CLOTHES TO HOME

34. Serial #: 71039493 Filing Date: 12/23/1908 Registration #: 0073661 Registration Date: 05/11/1909  
Mark: COWARD
35. Serial #: 78310426 Filing Date: 10/07/2003 Registration #: 2973895 Registration Date: 07/19/2005  
Mark: INTIMATE APPEAL
36. Serial #: 75390967 Filing Date: 11/17/1997 Registration #: 2214562 Registration Date: 12/29/1998  
Mark: DAVID CALAIS
37. Serial #: 78242057 Filing Date: 04/25/2003 Registration #: 2966236 Registration Date: 07/12/2005  
Mark: MONTEREY BAY CLOTHING COMPANY
38. Serial #: 72308038 Filing Date: 09/23/1968 Registration #: 0885089 Registration Date: 01/27/1970  
Mark: DRY DOCK BY SERBIN
39. Serial #: 72279335 Filing Date: 08/29/1967 Registration #: 0858631 Registration Date: 10/15/1968  
Mark: DULOTTES
40. Serial #: 73647797 Filing Date: 03/05/1987 Registration #: 1458320 Registration Date: 09/22/1987  
Mark: EASY LIVING
41. Serial #: 71697361 Filing Date: 10/31/1955 Registration #: 0629156 Registration Date: 06/19/1956  
Mark: EDGE KEEPERS
42. Serial #: 73505011 Filing Date: 10/22/1984 Registration #: 1370230 Registration Date: 11/12/1985  
Mark: HEAVENLY COMFORT
43. Serial #: 73083914 Filing Date: 04/14/1976 Registration #: 1073151 Registration Date: 09/13/1977  
Mark: HEIRESS II
44. Serial #: 78861661 Filing Date: 04/14/2006 Registration #: 3482356 Registration Date: 08/05/2008  
Mark: JUDY BOND

45. Serial #: 74145319 Filing Date: 03/07/1991 Registration #: 1680348 Registration Date: 03/24/1992  
Mark: INTIMATE APPEAL
46. Serial #: 73285593 Filing Date: 11/12/1980 Registration #: 1186245 Registration Date: 01/12/1982  
Mark: INTIME
47. Serial #: 73593124 Filing Date: 04/14/1986 Registration #: 1427432 Registration Date: 02/03/1987  
Mark: JEWELRY VALUES
48. Serial #: 73220013 Filing Date: 06/18/1979 Registration #: 1168377 Registration Date: 09/08/1981  
Mark: LADY "A"
49. Serial #: 73220012 Filing Date: 06/18/1979 Registration #: 1180174 Registration Date: 12/01/1981  
Mark: LADY AMBASSADOR
50. Serial #: 73731687 Filing Date: 05/31/1988 Registration #: 1554789 Registration Date: 09/05/1989  
Mark: LEW MAGRAM
51. Serial #: 73616143 Filing Date: 08/22/1986 Registration #: 1435705 Registration Date: 04/07/1987  
Mark: MARK REED
52. Serial #: 73425956 Filing Date: 05/16/1983 Registration #: 1295149 Registration Date: 09/11/1984  
Mark: NANCY'S CHOICE
53. Serial #: 73311144 Filing Date: 05/19/1981 Registration #: 1202124 Registration Date: 07/20/1982  
Mark: NANCY'S CHOICE
54. Serial #: 73508538 Filing Date: 11/13/1984 Registration #: 1336664 Registration Date: 05/21/1985  
Mark: OLD PUEBLO TRADERS
55. Serial #: 73465909 Filing Date: 02/16/1984 Registration #: 1342544 Registration Date: 06/18/1985  
Mark: OLD PUEBLO TRADERS VICKI WAYNE'S

56. Serial #: 73048633 Filing Date: 04/07/1975 Registration #: 1047265 Registration Date: 08/31/1976

Mark: ORGANIZED LADY

57. Serial #: 73375435 Filing Date: 07/19/1982 Registration #: 1320178 Registration Date: 02/12/1985

Mark: PATCHWORK POCKETS

58. Serial #: 76019523 Filing Date: 04/06/2000 Registration #: 2608612 Registration Date: 08/20/2002

Mark: PRELUDE

59. Serial #: 74020955 Filing Date: 01/22/1990 Registration #: 1649648 Registration Date: 07/02/1991

Mark: REGISTRATIONALIA

60. Serial #: 73509283 Filing Date: 11/19/1984 Registration #: 1384284 Registration Date: 02/25/1986

Mark: RIVIERA

61. Serial #: 78310419 Filing Date: 10/07/2003 Registration #: 2886697 Registration Date: 09/21/2004

Mark: RUNWAY FASHIONS AT RUNAWAY PRICES

62. Serial #: 73048634 Filing Date: 04/07/1975 Registration #: 1036812 Registration Date: 03/30/1976

Mark: SAFETY BAG

63. Serial #: 78382765 Filing Date: 03/11/2004 Registration #: 3062216 Registration Date: 02/28/2006

Mark: BEDFORD FAIR LIFESTYLES

64. Serial #: 71671532 Filing Date: 08/11/1954 Registration #: 0606130 Registration Date: 05/17/1955

Mark: SERBIN

65. Serial #: 71656742 Filing Date: 11/20/1953 Registration #: 0595986 Registration Date: 09/28/1954

Mark: SERBIN SHIRTWAISTER

66. Serial #: 73687002 Filing Date: 09/29/1987 Registration #: 1503096 Registration Date: 09/06/1988

Mark: SERBIN SPORT

67. Serial #: 73171435 Filing Date: 05/22/1978 Registration #: 1133650 Registration Date: 04/22/1980  
Mark: SERENDIPITY
68. Serial #: 73016663 Filing Date: 03/22/1974 Registration #: 1018990 Registration Date: 08/26/1975  
Mark: SHOPPING INTERNATIONAL
69. Serial #: 75329183 Filing Date: 07/23/1997 Registration #: 2687684 Registration Date: 02/18/2003  
Mark: SMARTFIT
70. Serial #: 75783604 Filing Date: 08/24/1999 Registration #: 2428122 Registration Date: 02/13/2001  
Mark: SPA GEAR
71. Serial #: 72179272 Filing Date: 10/17/1963 Registration #: 0783692 Registration Date: 01/19/1965  
Mark: STRAWSTACK
72. Serial #: 73692050 Filing Date: 10/27/1987 Registration #: 1493256 Registration Date: 06/21/1988  
Mark: SWITCHES
73. Serial #: 73469894 Filing Date: 03/12/1984 Registration #: 1375319 Registration Date: 12/10/1985  
Mark: THE FASHION SPECIALISTS
74. Serial #: 73375436 Filing Date: 07/19/1982 Registration #: 1294248 Registration Date: 09/11/1984  
Mark: ULTIMATE
75. Serial #: 73683187 Filing Date: 09/08/1987 Registration #: 1499030 Registration Date: 08/02/1988  
Mark: UNIQUE PETITE
76. Serial #: 73778622 Filing Date: 02/03/1989 Registration #: 1556819 Registration Date: 09/19/1989  
Mark: VALUE SHOWCASE
77. Serial #: 73508579 Filing Date: 11/13/1984 Registration #: 1336665 Registration Date: 05/21/1985  
Mark: VICKI WAYNE'S

78. Serial #: 75127842 Filing Date: 07/01/1996 Registration #: 2055472 Registration Date: 04/22/1997

Mark: VICKI WAYNE'S

79. Serial #: 76021791 Filing Date: 04/10/2000 Registration #: 2823666 Registration Date: 03/16/2004

Mark: WHATEVER IT TAKES

80. Serial #: 73419800 Filing Date: 04/01/1983 Registration #: 1349496 Registration Date: 07/16/1985

Mark: WILLOW RIDGE

81. Serial #: 72389088 Filing Date: 04/14/1971 Registration #: 0925944 Registration Date: 12/21/1971

Mark: WILROY

82. Serial #: 72206793 Filing Date: 11/23/1964 Registration #: 0802301 Registration Date: 01/18/1966

Mark: WILROY

83. Serial #: 72206794 Filing Date: 11/23/1964 Registration #: 0801926 Registration Date: 01/11/1966

Mark: WILROY TRAVELER

84. Serial #: 73038569 Filing Date: 12/02/1974 Registration #: 1027597 Registration Date: 12/16/1975

Mark: WORLD OF FASHION

85. Serial #: 78440731 Filing Date: 06/24/2004 Registration #: 3092294 Registration Date: 05/16/2006

Mark: BEDFORD FAIR SHOESTYLES

86. Serial #: 78440747 Filing Date: 06/24/2004 Registration #: 3097394 Registration Date: 05/30/2006

Mark: THE FASHION SPECIALISTS

87. Serial #: 78313936 Filing Date: 10/15/2003 Registration #: 3019664 Registration Date: 11/29/2005

Mark: TUMBLEWEEDS