

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Chadwick's of Boston, Inc.		07/26/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Women's Apparel Group, LLC		
Street Address:	35 United Drive		
City:	West Bridgewater		
State/Country:	MASSACHUSETTS		
Postal Code:	02379		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 25</b>			
Property Type	Number	Word Mark	
Registration Number:	3350530	BOSTON DESIGN STUDIO	
Registration Number:	2613214	BRIDGEWATER STUDIO	
Registration Number:	2747265	C CHADWICK'S REWARDS	
Registration Number:	3363860	CCO	
Registration Number:	3191808	CHADWICK'S	
Registration Number:	2742087	CHADWICK'S	
Registration Number:	2712159	CHADWICK'S	
Registration Number:	1948523	CHADWICK'S	
Registration Number:	3441951	CHADWICK'S FASHION POINTS	
Registration Number:	1672908	CHADWICK'S OF BOSTON	
Registration Number:	2740497	CHADWICK'S REWARDS	
Registration Number:	1211131	CHADWICKS	
Registration Number:	2903387	COMPARE ANYWHERE, YOU ALWAYS GET MORE AT ... CHADWICK'S	
Registration Number:	1750226	FADS	

CH \$640.00 3350530

900117818

**TRADEMARK**  
**REEL: 003866 FRAME: 0104**

Registration Number:	1989822	J.L. PLUM
Registration Number:	1255402	KATELYN COURT
Registration Number:	2820510	METRO STYLE
Registration Number:	3266084	METROSTYLE
Registration Number:	2556486	REAL COMFORT
Registration Number:	2010503	REAL COMFORT
Serial Number:	78821807	RSVP PERFECT
Serial Number:	78635859	STYLE 24/7
Registration Number:	1649769	THE ORIGINAL OFF-PRICE FASHION CATALOG
Registration Number:	3281155	WEAR2WORK
Registration Number:	3146858	YOU ALWAYS GET MORE!

#### CORRESPONDENCE DATA

Fax Number: (312)660-0471  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312-861-6371  
 Email: rprescan@kirkland.com  
 Correspondent Name: Renee Prescan  
 Address Line 1: 200 E. Randolph Drive  
 Address Line 2: Kirkland & Ellis LLP  
 Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	41912-45 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	10/07/2008

#### Total Attachments: 7

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**EXHIBIT B-1(a)**

**TRADEMARK ASSIGNMENT**

**THIS TRADEMARK ASSIGNMENT** (this "Assignment") is made and entered into as of July 26, 2008 ("Effective Date") by and between Chadwick's of Boston, Inc., a Delaware corporation, with its principal office at 35 United Drive, West Bridgewater, Massachusetts 02379 ("Assignor"), and Women's Apparel Group, LLC, a Delaware limited liability company, with its principal office at 35 United Drive, West Bridgewater, MA 02379 ("Assignee").

**WHEREAS**, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of July 26, 2008, by and among Assignee and Assignor (the "Agreement"); and

**WHEREAS**, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the United States trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto, the foreign trademark registrations set forth on Schedule B attached hereto, and the unregistered trademarks set forth on Schedule C attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "Marks").

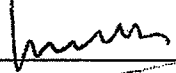
**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee its entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

\* \* \* \* \*

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

CHADWICK'S OF BOSTON, INC.,  
Assignor

  
\_\_\_\_\_

Name: Eric Courteille

Title: CFO

WOMEN'S APPAREL GROUP, LLC,  
Assignee

\_\_\_\_\_  
\_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

**CHADWICK'S OF BOSTON, INC.,**  
Assignor

**WOMEN'S APPAREL GROUP, LLC,**  
Assignee

\_\_\_\_\_  
Name: \_\_\_\_\_

\_\_\_\_\_  
Name: DANIEL COLLIN


\_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Title: PRESIDENT

[Chadwick's TM assignment]

## SCHEDULE A

### U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status	Current Owner
BOSTON DESIGN STUDIO	U.S.	77/083,181 1/15/2007	3,350,530 12/4/2007	REGISTERED	Chadwick's of Boston, Inc.
BRIDGEWATER STUDIO	U.S.	76/007,585 3/23/2000	2,613,214 8/27/2002	REGISTERED	Chadwick's of Boston, Inc.
C CHADWICK'S REWARDS 	U.S.	78/151,769 8/7/2002	2,747,265 8/5/2003	REGISTERED	Chadwick's of Boston, Inc.
CCO	U.S.	78/962,690 8/29/2006	3,363,860 1/1/2008	REGISTERED	Chadwick's of Boston, Inc.
CHADWICK'S	U.S.	78/675,275 7/21/2005	3,191,808 1/2/2007	REGISTERED	Chadwick's of Boston, Inc.
CHADWICK'S	U.S.	78/167,530 9/24/2002	2,742,087 7/29/2003	REGISTERED	Chadwick's of Boston, Inc.
CHADWICK'S	U.S.	78/066,533 5/31/2001	2,712,159 4/29/2003	REGISTERED	Chadwick's of Boston, Inc.
CHADWICK'S	U.S.	74/596,595 11/3/1994	1,948,523 1/16/1996	REGISTERED	Chadwick's of Boston, Inc.
CHADWICK'S FASHION POINTS	U.S.	77/189,603 5/24/2007	3,441,951 6/3/2008	REGISTERED	Chadwick's of Boston, Inc.
CHADWICK'S OF BOSTON	U.S.	74/137,527 2/8/1991	1,672,908 1/21/1992	REGISTERED	Chadwick's of Boston, Inc.
CHADWICK'S REWARDS	U.S.	78/152,634 8/9/2002	2,740,497 7/22/2003	REGISTERED	Chadwick's of Boston, Inc.
CHADWICKS	U.S.	73/340,718 12/9/1981	1,211,131 9/28/1982	REGISTERED	Chadwick's of Boston, Inc.
COMPARE ANYWHERE. YOU ALWAYS GET MORE AT ... CHADWICK'S	U.S.	78/307,973 10/1/2003	2,903,387 11/16/2004	REGISTERED	Chadwick's of Boston, Inc.
FADS	U.S.	74/285,970 6/18/1992	1,750,226 2/2/1993	REGISTERED	Chadwick's of Boston, Inc.
J.L. PLUM	U.S.	74/686,582 6/7/1995	1,989,822 7/30/1996	REGISTERED	Chadwick's of Boston, Inc.
KATELYN COURT	U.S.	73/376,364 7/26/1982	1,255,402 10/25/1983	REGISTERED	Chadwick's of Boston, Inc.

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status	Current Owner
METRO STYLE	U.S.	78/136,264 6/17/2002	2,820,510 3/2/2004	REGISTERED	Chadwick's of Boston, Inc.
METROSTYLE	U.S.	78/678,667 7/26/2005	3,266,084 7/17/2007	REGISTERED	Chadwick's of Boston, Inc.
REAL COMFORT	U.S.	75/622,107 1/19/1999	2,556,486 4/2/2002	REGISTERED	Chadwick's of Boston, Inc.
REAL COMFORT	U.S.	74/497,889 3/7/1994	2,010,503 10/22/1996	REGISTERED	Chadwick's of Boston, Inc.
RSVP PERFECT	U.S.	78/821,807 2/23/2006		Abandoned Intent-to- Use - failure to respond - 3/12/2007	Chadwick's of Boston, Inc.
STYLE 24/7	U.S.	78/635,589 5/24/2005		Abandoned Intent-to- Use - failure to respond - 3/22/2007	Chadwick's of Boston, Inc.
THE ORIGINAL OFF-PRICE FASHION CATALOG	U.S.	73/818,233 8/10/1989	1,649,769 7/2/1991	REGISTERED	Chadwick's of Boston, Inc.
WEAR2WORK	U.S.	78/931,626 7/18/2006	3,281,155 8/14/2007	REGISTERED	Chadwick's of Boston, Inc.
YOU ALWAYS GET MORE!	U.S.	78/608,615 4/14/2005	3,146,858 9/19/2006	REGISTERED	Chadwick's of Boston, Inc.

## SCHEDULE B

### FOREIGN TRADEMARK REGISTRATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status	Current Owner
CHADWICK'S	Community Trademark	2485902 11/30/2001	2485902 11/30/2001	REGISTERED	► Chadwick's of Boston, Ltd.
CHADWICK'S	Mexico	520815 11/30/2001	842326 7/19/2004	REGISTERED	Chadwick's of Boston, Inc.



**SCHEDULE C**

**UNREGISTERED TRADEMARKS**

CLOSEOUT CATALOG OUTLET  
RSVP PERFECT  
STYLE 24/7