

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Tog Shop, Inc.		07/27/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Vera Company, LLC		
Composed Of:	COMPOSED OF Members		
Street Address:	3669 N. Peachtree Road, Suite 300		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30341		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0757827		
CORRESPONDENCE DATA			
Fax Number:	(770)804-0900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	770-804-9030		
Email:	rfrohwein@lavagrouplaw.com		
Correspondent Name:	Robert J. Frohwein		
Address Line 1:	Two Ravinia Drive, Suite 700		
Address Line 4:	Atlanta, GEORGIA 30346		
ATTORNEY DOCKET NUMBER:	VERA COMPANY		
NAME OF SUBMITTER:	Robert J. Frohwein, Attorney of Record		
Signature:	/rob frohwein/		
Date:	12/30/2008		

CH \$40.00 0757827

Total Attachments: 9

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ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (the "Agreement") is made as of July 27, 2005, by and among The Vera Company, LLC, a Georgia limited liability company ("Purchaser"), The Tog Shop, Inc., a Delaware corporation ("Seller"), and G. Carl Tott and James Rylander, the holders of a majority of the issued and outstanding shares of Seller (individually referred to herein as an "Owner" and collectively as the "Owners").

WITNESSETH:

WHEREAS, Seller is engaged in the manufacture and sale of women's apparel, linens, and related products under the Vera brand name, and holds certain trademarks and related intellectual property in connection therewith (the "Business"); and

WHEREAS, the parties hereto desire that the Seller sell and the Purchaser purchase all of the assets of Seller related to the Business.

NOW, THEREFORE, in consideration of the premises, the representations, warranties and covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE 1 PURCHASE AND SALE OF PURCHASED ASSETS

1.1 Assets to be Acquired. Purchaser agrees to purchase from Seller, and Seller agrees to sell to Purchaser, as of the Closing Date (as hereinafter defined), all right, title and interest of Seller in and to all of the tangible and intangible assets of Seller with respect to the Business (other than the Excluded Assets (as defined in Section 1.2)), free and clear of all claims, liens, encumbrances, security interests and similar interests of any kind or nature whatsoever (collectively, the "Purchased Assets"), including, without limitation, the following:

(a) all of Seller's executory contracts with respect to the Business, whether oral or written, including without limitation, all Fall 2005 and Spring 2006 product orders scheduled to be shipped May 25, 2005 and thereafter;

(b) all of Seller's inventory and fixed assets relating to the Business, including without limitation, art work, clothing and fabric piece goods (the "Inventory"), as set forth on Schedule 1.1(b) attached hereto;

(c) all of Seller's billed and unbilled accounts receivable, notes receivable, and rights to receive payment from customers outstanding as of the Closing with respect to the Business (collectively, the "Accounts Receivable"), including, without limitation, those listed on Schedule 1.1(c) attached hereto;

(d) all intellectual property of Seller with respect to the Business including, without limitation, the name "Vera Neumann" and all variations thereof, all patents, trademarks, trade names, service marks, service names, copyrights, and all applications therefore and goodwill associated

therewith (collectively, the "Intellectual Property") including, without limitation, those listed on Schedule 1.1(d) attached hereto;

(e) all of Seller's customer and supplier lists with respect to the Business, all telephone numbers of customers and suppliers, all client files, all files related to auditors, all computer data bases and other records, all books and records, and business plans with respect to the Business, other than Seller's corporate minute books and stock records;

(f) the furniture and equipment set forth on Schedule 1.1(f) attached hereto; and

(g) all of Seller's right, title and interest in and to the other tangible personal property directly related to the Business.

1.2 Excluded Assets. Notwithstanding anything to the contrary contained in Section 1.1 hereof, Purchaser will not acquire and Seller will not transfer to Purchaser, Seller's corporate minute and stock book, or any assets held under any pension, profit sharing or other employee benefit plan, or those assets set forth on Schedule 1.2 attached hereto (collectively, the "Excluded Assets").

1.3 Closing. The closing of the transactions contemplated herein (the "Closing") will take place on or about July 27, 2005, at the offices of Purchaser's counsel or by the exchange of documents and instruments by mail, courier, telecopy and wire transfer to the extent mutually acceptable to the parties hereto upon compliance with the terms, conditions and contingencies contained herein on such other date as is mutually agreed upon by the parties hereto (such date to be herein referred to as the "Closing Date"). All computations, adjustments, and transfers for the purposes hereof will be effective as of 12:01 a.m. on the Closing Date.

ARTICLE 2 PURCHASE PRICE

2.1 Purchase Price. The purchase price for the Purchased Assets (the "Purchase Price") is \$482,541.81. The Purchase Price will be payable at Closing by Purchaser's delivery to Seller by wire transfer of good immediately available funds (the "Cash Consideration") to an account designated by the Seller. The Cash Consideration payable by Purchaser at Closing will be reduced by \$25,000, which Seller acknowledges receiving from Purchaser as an initial deposit toward the purchase of the Business (the "Deposit"), and by up to \$6,500 of Purchaser's legal fees and costs with respect to Purchaser's intellectual property due diligence (the "IP Diligence Legal Fees"). Further, both parties acknowledge that Seller is holding and will hold in an interest-bearing escrow account funds received by Seller with respect to the Purchased Assets from May 25, 2005 to the Closing, including funds received for Fall 2005 and Spring 2006 orders, less appropriate payables paid by Seller during such period with respect to the Purchased Assets (the amount in the escrow account is \$15,854.16) (the "Escrow Funds"). The Cash Consideration payable by Purchaser at Closing will be reduced dollar-for-dollar by the amount of the Escrow Funds, and the Escrow Funds will then be released to Seller. Further, the Cash Consideration payable by Purchaser at Closing will be reduced by \$10,857.63, representing funds Purchaser is entitled to receive but the parties anticipate customers will remit to Seller with respect to the Purchased Assets for Fall 2005 and Spring 2006 orders as set forth on Schedule 2.1 attached hereto. Seller will promptly pay the payable, and retain the receivable, associated with the orders set forth on Schedule 2.1.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

PURCHASER:

The Vera Company, LLC

By: 
Susan G. Seid, Manager

SELLER:

The Tog Shop, Inc.

By: _____
G. Carl Tott, President

MAJORITY OWNERS:

G. Carl Tott

James Rylander

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

PURCHASER:

The Vera Company, LLC

By: _____
Susan G. Seid, Manager

SELLER:

The Tog Shop, Inc

By: G. Carl Tott, Pres.
G. Carl Tott, President

MAJORITY OWNERS:

G. Carl Tott
G. Carl Tott

James D. Rylander
James Rylander

Jacobson Holman PLLC

Mr. Carl Tott
June 21, 2005
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Schedule A

Mark	Serial or Registration Number	Goods/Services	Date of registration
PRIMA VERA	1,460,109	Textile and vinyl table linens namely, table cloths, placemats, and table runners, and textile napkins	10/6/87
VERA	1,205,491	Bed linens-namely, bed sheets, pillow cases and blankets	08/17/82
VERA (Stylized)	683,332	Ladies' scarves, neckties, blouses, shawls, and kerchiefs adapted to be worn as head coverings and as neckerchiefs	08/11/59
VERA (Stylized)	1,122,784	Umbrellas	07/24/79
VERA (Stylized)	896,548	Articles of wearing apparel for women, young women and girls-namely, scarves, neckties, blouses, shawls, and kerchiefs adapted to be worn as head coverings and as neckerchiefs; barbecue sets including aprons and gloves; coveralls in the nature of smocks; outer dress and sport shirts, outer shorts and trousers of assorted lengths, dress pajamas, waistcoats, shifts, dresses, playsuits, skirts, tunics, tops, jumpsuits, sashes, mufflers, ponchos, hats, caps, and hoods" in Class 25; and "Table linens, i.e., tablecloths, napkins, hand towels, kitchen aprons, dish towels, guest towels, potholders, place mats, and bath towels" in Class 24	08/11/70
VERATERRY	76/250,321	Women's scarves and togas and beachwear, namely, beach robes, beach hoods, beach blouses and beach dresses; and sportswear, namely, pants, tops, dresses, cover-ups, warm-up suits, tee-shirts, skirts, sweatshirts, sweaters, jackets, shoes and slippers; all made in whole or in part of terry cloth	N/A

VERA LICENSING, INC. (7880) ACTIVE TRADEMARK REPORT

DATE: 05/04/99 TIME: 10:29:01

TRADEMARK	APPLICANT	FILE NO.	REGISTRATION NO.	REG. DATE	EXPIRES	STATUS	CLASS
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AUSTRALIA

VERA		210367	05/18/67	A210367	05/18/67	05/18/02	REGISTERED 45890AU0
	24 - TISSUES (PAPER GOODS); BED & TABLE COVERS; TEXTILE ARTICLES NOT INCLUDED IN OTHER CLASSES						
VERA		210368	05/18/67	A210368	05/18/67	05/18/02	REGISTERED 45890AUL
	25 - CLOTHING, INCLUDING BOOTS, SHOES, SLIPPERS, BUT EXCLUDING UNDERWEAR & BEACHWEAR						
WATER COLORS		353828	11/28/80	353828	11/28/80	11/28/01	REGISTERED 47199AU0
	25 - WOMEN'S SCARVES AND RAINWEAR, NAMELY, PONCHOS, SLICKERS, AND PLASTICIZED RAIN HATS						
WATER COLORS		353829	11/28/80	353829	11/28/80	11/28/01	REGISTERED 47199AUL
	18 - UMBRELLAS						

BAHAMAS

VERA		7234	08/01/72	7234	08/01/72	08/01/00	REGISTERED 45890BS0
	38 - ARTICLES OF CLOTHING						
VERA		7235	08/01/72	7235	08/01/72	08/01/00	REGISTERED 45890BS1
	50 - TABLE LINENS OF ALL KINDS						

CANADA

ACUTE		544568	06/25/85	329350	06/26/87	06/26/02	REGISTERED 47156CA0
	- SCARVES, SHAWLS, SASHES, MUFFLERS, BANDANAS AND STOLERS; CLOTHING ACCESSORIES, NAMELY, SCARVES, SHAWLS, SASHES, MUFFLERS, BANDANAS, STOLERS, GLOVES & HATS						
COLORPLUS 2		522619	08/23/84	306113	08/23/85	08/23/00	REGISTERED 47198CA0
	- TABLE LINENS, NAMELY, TABLECLOTHS, NAPKINS AND PLACEMATS						
VERA		520686	04/18/84	520686	08/02/85	08/02/00	REGISTERED 45890CA0
	- NAPKIN RINGS						
VERA & CRAB DESIGN		263942	07/13/61	124744	12/22/61	12/22/06	REGISTERED 45890CA1
	- TERRY TOWELS, TABLE CLOTHS, DISH TOWELS, PILLOW CASES, SHEETS, WASH CLOTHS AND DISH TOWELS.						
VERA Stylized		338824	09/01/70	179019	10/22/71	10/22/01	REGISTERED 45502CA0
	- WEARING APPAREL FOR WOMEN, YOUNG WOMEN & GIRLS; BARBECUE SETS NAMELY APRONS & GLOVES, COVERALLS...						

COLOMBIA

VERA				121910	09/14/88	09/14/03	REGISTERED 45502CO0
	25 - CLOTHING, INCLUDING BOOTS & SHOES & ALL ARTICLES WITHIN CLASS 25a						

COSTA RICA

VERA		N/A	07/07/78	67039	11/24/86	11/24/06	REGISTERED 45890CRO
	24 - TABLE LINENS, I.E., TABLECLOTHS, NAPKINS, HAND TOWELS, KITCHEN APRONS, DISH TOWELS, GUEST TOWELS, POTHOLDERS, PLACE MATS, AND BATH TOWELS						
VERA				66923	10/09/86	10/09/06	REGISTERED 45890CRL
	25 - ARTICLES OF WEARING APPAREL FOR WOMEN, YOUNG WOMEN AND GIRLS - NAMELY, SCARVES, NECKTIES, BLOUSERS, SHAWLS AND KERCHIEFS ADAPTED TO BE WORN AS HEAD COVERINGS AND AS NECKERCHIEFS; BARBECUE SETS INCLUDING APRONS AND GLOVES; COVERALLS IN THE NATURE OF SMOCKS; OUTER DRESS AND SPORT SHIRTS, OUTER SHORTS AND TROUSERS OF ASSORTED LENGTHS, DRESS PAJAMAS, WAISTCOATS, SHIRTS, DRESSES, PLAYSUITS, SKIRTS, TUNICS, TOPS, JUMPSUITS, SASHES, MUFFLERS, PONCHOS, HATS, CAPS, AND HOODS						

VERA LICENSING, INC. (7880) ACTIVE TRADEMARK REPORT

DATE: 05/04/99 TIME: 10:29:04

TRADEMARK	APPLICANT	REGISTRATION NO.	REGISTRATION DATE	CLASS	STATUS	REGISTRATION NO.	REGISTRATION DATE
EQUADOR							
VERA	13324	05/25/93	0028-94	01/10/94	07/12/03	REGISTERED	45890EC2
25 - CLOTHING GOODS FOR LADIES SUCH AS SCARVES OF ALL TYPES, BLOUSES, HANDKERCHIEFS TO BE USED AS A HEAD COVERING OR AS A NECKERCHIEF; CLOTHING ARTICLES, SKIRTS, SLACKS, SPORT CLOTHING AND CLOTHING FOR THE BEACH							
GERMANY							
VERA	V15194/25M2	07/15/76	999754	07/15/76	07/15/06	REGISTERED	45990DE0
21 - HOUSEWARES AND GLASS 24 - TABLE LINES 25 - CLOTHING							
GUYANA							
VERA			10694	09/27/78	09/27/99	REGISTERED	45890GY0
24 -							
VERA			10695	09/27/78	09/27/99	REGISTERED	45890GY1
25 -							
HONG KONG							
VERA	944/67	05/18/67	944/67	05/18/67	05/18/02	REGISTERED	45890HK1
24 - LINENS & SIMILAR PRODUCTS INCLUDING TABLE CLOTHS, NAPKINS, PLACE MATS & TOWELS							
VERA	911/67	05/18/67	911/67	05/18/67	05/18/02	REGISTERED	45890HK2
25 - LADIES SCARVES, NECKTIES, BLOUSES, SHAWLS & KERCHIEFS ADAPTED TO BE WORN AS HEAD COVERINGS & AS NECKERCHIEFS							
ISRAEL							
VERA	27253	04/26/67	27253	04/26/67	04/26/02	REGISTERED	45890IL0
24 - HOUSEHOLD LINENS							
VERA	27254	04/26/67	27254	04/26/67	04/26/02	REGISTERED	45890IL1
25 - LADIES SCARVES, NECKTIES, BLOUSES, SHAWLS & KERCHIEFS ADAPTED TO BE WORN AS HEAD COVERINGS & AS NECKERCHIEFS							
JAPAN							
VERA STYLIZED	160,337/73	11/14/73	2,268,305	09/21/90	09/21/00	REGISTERED	45890JP0
17 - CLOTHING							
MEXICO							
VERA	N/A	08/30/89	382058	08/27/96	08/30/04	REGISTERED	45890MX0
18 - ONLY CLOTH (FUR IMITATION) 22 - ONLY TARPAULINS AND NETS (EXCEPTING SPORTING GOODS FOR VEHICLES). 24 - TEXTILES AND TEXTILE GOODS, NOT INCLUDED IN OTHER CLASSES; BED AND TABLE COVERS 27 - ONLY CARPETS, ARTIFICIAL TURFS, MATS, DOOR MATS							
NETHERLANDS ANTILLES							
VERA			8727	08/21/72	08/21/02	REGISTERED	45890AN0
- CLOTHING ITEMS AS WELL AS HOUSEHOLD LINENS & THE LIKE							
NEW ZEALAND							
VERA						NOT MAILED	45890NZ0

VERA LICENSING, INC. (7880) ACTIVE TRADEMARK REPORT

DATE: 05/04/99 TIME: 10:29:0

OFFICE	APPLICANT	REG. NO.	REG. DATE	REG. CLASS	REG. DATE	REG. DATE	REG. STATUS	REG. NO.
	24 - PIECE GOODS, BED AND TABLE LINENS, BED COVERS, CURTAINS, TOWELS, UPHOLSTERY FABRICS AND TEXTILE ARTICLES							
VERA							NOT MAILED	45890NZ1
	25 - LADIES' SCARVES, NECKTIES, BLOUSES, SHAWLS, AND KERCHIEFS ADAPTED TO BE WORN AS HEAD COVERINGS AND AS NECKERCHIEFS, SKIRTS, SLACKS, SPORTSWEAR, AND BEACH WEAR							
PANAMA							NOT MAILED	45890FA2
VERA								
<u>SOUTH AFRICA</u>								
VERA		67/1809	05/03/67	67/1809	05/03/67	05/03/07	REGISTERED	45890ZA0
	25 - ARTICLES OF CLOTHING							
VERA		67/1808	05/03/67	67/1808	05/03/67	05/03/07	REGISTERED	45890ZA2
	24 - LINENS, TABLE CLOTHS, NAPKINS, PLACE MATS, TOWELS & ALL OTHER GOODS INCLUDED IN THE CLASS							
<u>THAILAND</u>								
VERA		240016	01/23/73	3696	07/15/93	01/23/03	REGISTERED	45890TH0
	25 - SCARVES							
<u>UNITED STATES</u>								
ACUTE		530,782	05/20/85	1,377,363	01/07/86	01/07/06	REGISTERED	37156US0
	25 - SCARVES, SHAWLS, SASHES, MUFFLERS, BANDANAS AND STOLERS							
Lady Bug Design		160,074	01/02/61	757,827	10/01/63	10/01/03	REGISTERED	30191US0
	42 - TABLE CLOTHS, DRAPERIES, BATH AND BEACH TOWELS, PLACE MATS, NAPKINS, TOASTER COVERS AND POT HOLDERS							
PRIMA VERA		410,553	09/06/86	1,460,109	10/06/87	10/06/07	REGISTERED	31024US0
	24 - TEXTILE AND VINYL TABLE LINENS NAMELY, TABLE CLOTHS, PLACE MATS, AND TABLE RUNNERS, AND TEXTILE NAPKINS							
THE VERA STUDIO		74,297,796	07/23/92	1,756,979	03/09/93	03/09/03	REGISTERED	30764US0
	25 - Scarves, shawls, sashes, mufflers, pocket squares							
VERA		252,180	03/03/80	1,205,491	08/17/82	08/17/02	REGISTERED	35890US0
	24 - BED LINENS-NAMELY, BED SHEETS, PILLOW CASES AND BLANKETS							
VERA (Stylized)		57,096	08/12/58	683,332	08/11/59	08/11/99	REGISTERED	30107US0
	35 - LADIES' SCARVES, NECKTIES, BLOUSES, SHAWLS, AND KERCHIEFS ADAPTED TO BE WORN AS HEAD COVERING...							
VERA (Stylized)		126,731	09/02/89	896,548	08/12/70	08/11/00	REGISTERED	30202US0
	24 - TABLE LINENS, I.E. TABLECLOTHS, NAPKINS, HAND TOWELS							
	25 - ARTICLES OF WEARING APPAREL FOR WOMEN							
VERA (Stylized)		179,255	07/24/78	1,122,784	07/24/79	07/24/99	REGISTERED	30493US0
	18 - UMBRELLAS							
VERA (Stylized)		454,096	11/23/82	1,301,752	10/23/84	10/23/04	REGISTERED	30735US0
	21 - NAPKIN RINGS							
VERA (Stylized)		189,110	10/12/78	1,138,632	08/12/80	08/12/00	REGISTERED	31312US0
	9 - SUNGLASSES AND OPHTHALMIC EYEGLASSES AND CASES THEREFOR							
VERA (Stylized)		224,824	07/26/79	1,151,031	04/14/81	04/14/01	REGISTERED	36031US0
	16 - TISSUES							
VERA (Stylized)		438,284	08/09/83	1,309,046	12/11/84	12/11/04	REGISTERED	30451US0
	21 - IRONING BOARD COVERS							

VERA LICENSING, INC. (7880) ACTIVE TRADEMARK REPORT

DATE: 05/04/99 TIME: 10:29:10

TRADEMARK	APPL/CF/REG	FILE DATE	REGISTRATION	REG DATE	EXPIRY	STATUS	REGISTER
VERA 2 and Design	379,107	09/24/80	1,189,410	02/09/82	02/09/02	REGISTERED	30515U80
25 - WOMEN'S CLOTHING-NAMELY, SHAWLS, KNOT MUFFLERS AND HATS, CROCHETED AND SW ERN COLLARS							
26 - RIBBONS AND ARTIFICIAL FLOWERS							
VERA TABLE TOP CO (Stylized)	241,548	12/31/80	1,206,750	09/31/82	08/31/02	REGISTERED	30605U80
24 - TABLE LINEN							
VERA TEX and Design	244,513	12/31/79	1,178,250	11/17/81	11/17/01	REGISTERED	30561U80
25 - LADIES' WEAR-NAMELY, JACKETS, VESTS, DRESSES AND SHORTS							
VERA VERVE (Stylized)	418,157	03/13/72	963,707	07/10/73	07/10/03	REGISTERED	30240U80
24 - TABLE LINENS OF NATURAL AND SYNTHETIC FIBERS							
VERACLOTH	142,566	04/18/62	748,841	04/30/63	04/30/03	REGISTERED	30190U80
42 - PRINTED, WOVEN TEXTILE FABRIC FOR MAKING INTO LAMINATED AND NONLAMINATED PLACE MATS, TABLE COVERS AND THE LIKE							
VERACREPE	170,561	06/07/63	778,215	10/06/64	10/06/04	REGISTERED	30193U80
39 - SCARVES							
VERASHER	170,560	06/07/63	778,214	10/06/64	10/06/04	REGISTERED	30192U80
39 - SCARVES							
VERATERRY	167,169	04/19/63	775,874	08/25/64		REGISTERED	3A482U80
019 - WOMEN'S SCARVES AND TOWELS AND BLEACHWEAR; NAMELY, BEACH ROBES, BEACH HOOD S, BEACH BLOUSES AND BLEACH DRESSES							
VERESA	153,979	01/03/78	1,114,550	03/06/79	03/06/99	REGISTERED	30469U80
25 - ARTICLES OF WEARING APPAREL FOR WOMEN, YOUNG WOMEN, AND GIRL S-NAMELY, SCARVES, SHAWLS AND NECKERCHIEFS,...							