RE 1/29/09

02-20-2009

103549121

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/20

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

ML

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

83507-32 7

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Arizona Mail Order Company, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Delaware
☐ Other

Citizenship (see guidelines)

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: American Capital Financial Services, Inc., as First Lien Term Loan Administrative Agent

Internal Address:

Street Address: 2 Bethesda Metro Center

City: Bethesda

State: MD

Country: USA Zip: 20814

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☒ Corporation Citizenship Delaware
☐ Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) September 18, 2008

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved: 81

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 2,040

☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number 232428

Authorized User Name Laura Konrath

9. Signature: Laura Konrath 1/28/08

Signature Date

Laura Konrath

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ORIG

Continuation Item 1

Bedford Fair Apparel, Inc. a Delaware corporation

LM&B Catalog, Inc. a Delaware corporation

Monterey Bay Clothing Company, Inc. a Delaware Corporation

Continuation
Item 4

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

U.S. Federal Trademark Registrations:

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
APPOINTMENTS	73571163	12/02/85	1523901	02/07/89	Registered	Arizona Mail Order Company Inc.
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COORDINATES BY VICKI WAYNE	77232221	07/18/07	3489860	8/19/08	Registered	Arizona Mail Order Company, Inc.
COWARD	71039493	12/23/1908	0073661	05/11/1909	Registered	Arizona Mail Order Company, Inc.
COWARD	78440739	06/24/04	2970745	07/19/05	Registered	Arizona Mail Order Company, Inc.
CXT CLASSICS	78844700	03/23/06	3183895	12/12/06	Registered	Arizona Mail Order Company, Inc.
DAVID CALAIS	75390967	11/17/97	2214562	12/29/98	Registered	Arizona Mail Order Company, Inc.
DRY DOCK BY	72308038	09/23/68	0885089	01/27/70	Registered	Arizona Mail

K&E 13249042.

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SERBIN						Order Company, Inc.
DULOTTES	72279335	08/29/67	0858631	10/15/68	Registered	Arizona Mail Order Company, Inc.
ESSENTIALS BY VICKI WAYNE'S	78828887	03/03/06	3478146	7/29/08	Registered	Arizona Mail Order Company, Inc.
HAVE IT ALL... STYLE... FIT AND VALUE... SIZES 14W TO 44W	77313658	10/25/07	3457345	7/1/08	Registered	Arizona Mail Order Company, Inc.
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INTIMATE APPEAL	78310426	10/07/03	2973895	07/19/05	Registered	Arizona Mail Order Company, Inc.
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LADY "A"	73220013	06/18/79	1168377	09/08/81	Registered	Arizona Mail Order Company, Inc.
LADY AMBASSADOR	73220012	06/18/79	1180174	12/01/81	Registered	Arizona Mail Order Company, Inc.
MARK REED	73616143	08/22/86	1435705	04/07/87	Registered	Arizona Mail Order Company, Inc.
NANCY'S CHOICE	73311144	05/19/81	1202124	07/20/82	Registered	Arizona Mail Order Company, Inc.

K&E 13249042

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OLD PUEBLO TRADERS	78366105	02/11/04	2991919	9/6/05	Registered	Arizona Mail Order Company, Inc.
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PRELUDE	76019523	04/06/00	2608612	08/20/02	Registered	Arizona Mail Order Company, Inc.
REGALIA	74020955	01/22/90	1649648	07/02/91	Registered	Arizona Mail Order Company, Inc.
RIGHT STYLE·RIGHT PRICE·RIGHT NOW!	78427282	05/28/04	3087197	05/02/06	Registered	Arizona Mail Order Company, Inc.
SERBIN	71671532	08/11/54	0606130	05/17/55	Registered	Arizona Mail Order Company, Inc.
SERBIN SPORT	73687002	09/29/87	1503096	09/06/88	Registered	Arizona Mail Order Company, Inc.
SERENDIPITY	73171435	05/22/78	1133650	04/22/80	Registered	Arizona Mail Order Company, Inc.
SIGNATURE COLLECTION BY VICKI WAYNE	78842093	03/21/06	3321356	10/23/07	Registered	Arizona Mail Order Company, Inc.
SMARTFIT	75329183	07/23/97	2687684	02/18/03	Registered	Arizona Mail Order Company, Inc.
STUDIO SERIES BY VICKI WAYNE'S	78828910	03/03/06			Registered	Arizona Mail Order Company, Inc.
SWITCHES	73692050	10/27/87	1493256	06/21/88	Expired	Arizona Mail Order Company,

K&E 13249042

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Inc.
THE FASHION SPECIALISTS	78440747	06/24/04	3097394	05/30/06	Registered	Arizona Mail Order Company, Inc.
TUMBLEWEEDS	78313936	10/15/03	3019664	11/29/05	Registered	Arizona Mail Order Company, Inc.
UNIQUE PETITE	73683187	09/08/87	1499030	08/02/88	Registered	Arizona Mail Order Company, Inc.
VALUE SHOWCASE	73778622	02/03/89	1556819	09/19/89	Registered	Arizona Mail Order Company, Inc.
VICKI BLUE	78828818	03/03/06	3469546	7/15/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE	78897880	06/01/06	3393331	03/04/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE	78979626	06/01/06	3373165	01/22/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	73508579	11/13/84	1336665	05/21/85	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	75127842	07/01/96	2055472	04/22/97	Registered	Arizona Mail Order Company, Inc.
BEDFORD FAIR	78382773	03/11/04	3013102	11/08/05	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR APPAREL	78355680	01/22/04	3125637	08/08/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	78382761	03/11/04	3062215	02/28/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	78382765	03/11/04	3062216	02/28/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR SHOESTYLES	78440731	06/24/04	3092294	05/16/06	Registered	Bedford Fair Apparel, Inc.
BFA CLASSICS	77022411	10/17/06	3273859	08/07/07	Registered	Bedford Fair

K&E 13249042

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Apparel, Inc.
BFA CLASSICS	78382774	03/11/04	2991988	09/06/05	Registered	Bedford Fair Apparel, Inc.
CLOTHES THAT DO MORE FOR LESS	78400389	04/12/04	3019960	11/29/05	Registered	Bedford Fair Apparel, Inc.
WILLOW RIDGE	77081811	01/12/07	3274113	08/07/07	Registered	Bedford Fair Apparel, Inc.
WILLOW RIDGE	78811142	02/09/06	3193041	01/02/07	Registered	Bedford Fair Apparel, Inc.
FOR ALL YOU ARE	78382778	03/11/04	3243509	05/22/07	Registered	Bedford Fair Apparel, Inc.
"KICKS" BY WILROY	72216766	04/16/65	0816640	10/11/66	Registered	LM&B Catalog, Inc.
ADRIAN-AVERY	73689242	10/13/87	1506560	09/27/88	Registered	LM&B Catalog, Inc.
BROWNSTONE STUDIO	72463633	07/23/73	0989000	07/23/74	Registered	LM&B Catalog, Inc.
BROWNSTONE WOMAN	76308194	08/30/01	3115587	07/18/06	Registered	LM&B Catalog, Inc.
INTIME	73285593	11/12/80	1186245	01/12/82	Registered	LM&B Catalog, Inc.
LEW MAGRAM	73731687	05/31/88	1554789	09/05/89	Registered	LM&B Catalog, Inc.
RUNWAY FASHIONS AT RUNAWAY PRICES	78310419	10/07/03	2886697	09/21/04	Registered	LM&B Catalog, Inc.
BROWNSTONE STUDIO	73230817	09/10/79	1165943	08/18/81	Registered	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	72206793	11/23/64	0802301	01/18/66	Registered	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	72389088	04/14/71	0925944	12/21/71	Registered	LM&B Catalog,

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Inc. d/b/a Arizona Mail Order Co., Inc.
WHATEVER IT TAKES	76021791	04/10/00	2823666	03/16/04	Registered	Monterey Bay Clothing Company LLC
MONTEREY BAY FOOTWEAR	78878556	05/08/06	3213272	02/27/07	Registered	Monterey Bay Clothing Company, Inc.
SPA GEAR	75783604	08/24/99	2428122	02/13/01	Registered	Monterey Bay Clothing Company, Inc.
MONTEREY BAY CLOTHING COMPANY	78242057	04/25/03	2966236	07/12/05	Registered	Monterey Bay Clothing Company, LLC

K&E 11249042.

U.S. Trademark Applications

Mark	Application Serial No.	Filing Date	Status	Applicant
COMFORT IS ALWAYS IN STYLE	77358232	12/21/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
COORDINATES BY VICKI WAYNE	77350969	12/13/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
DANCING DOLLS	78846774	03/27/06	Pending Intent To Use Suspended 2/13/08	Arizona Mail Order Company, Inc.
ESSENTIALS BY VICKI WAYNE	77350526	12/12/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
FAVORITES BY VICKI WAYNE'S	78828928	03/03/06	Published Intent To Use	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS AT HOME	77359917	12/27/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
SHOP THE BAY	77411482	03/03/08	Published Pending	Arizona Mail Order Company, Inc.
SHOP THE BAY.COM	77411515	03/03/08	Published Pending	Arizona Mail Order Company, Inc.
SIGNATURE COLLECTION BY VICKI WAYNE	77351022	12/13/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
SMARTFIT	77411053	03/03/08	Pending	Arizona Mail Order Company, Inc.
BEDFORD FAIR AT HOME	77360104	12/27/07	Pending Suspended	Bedford Fair Apparel, Inc.

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OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

83507-32 7

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Arizona Mail Order Company, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Delaware
☐ Other

Citizenship (see guidelines)

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: American Capital Financial Services, Inc., as First Lien Term Loan Administrative Agent

Internal Address:

Street Address: 2 Bethesda Metro Center

City: Bethesda

State: MD

Country: USA Zip: 20814

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☒ Corporation Citizenship Delaware
☐ Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) September 18, 2008

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved: 81

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 2,040

☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number 232428

Authorized User Name Laura Konrath

9. Signature: Laura Konrath 1/28/08

Signature Date

Laura Konrath

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH $2040.00 232428 77358232

7

EXECUTION VERSION

Trademark Security Agreement

Trademark Security Agreement, dated as of September 18, 2008, by 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 (each a "Pledgor"), in favor of AMERICAN CAPITAL FINANCIAL SERVICES, INC., in its capacity as Administrative Agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, pursuant to a Joinder Agreement of even date herewith (the "Joinder"), each Pledgor is party to a Security Agreement dated April 30, 2007 (the "Security Agreement") in favor of the Administrative Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent to enter into the Joinder, each Pledgor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

(a) Trademarks of such Pledgor listed on Schedule I attached hereto;

(b) all Goodwill associated with such Trademarks; and

(c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and each Pledgor hereby acknowledges and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is

deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ARIZONA MAIL ORDER COMPANY, INC.

By: _____
Name: T. Neale Attenborough
Title: Chief Executive Officer and Assistant Secretary

BEDFORD FAIR APPAREL, INC.

By: _____
Name: T. Neale Attenborough
Title: Chief Executive Officer and Assistant Secretary

LM&B CATALOG, INC.

By: _____
Name: T. Neale Attenborough
Title: Chief Executive Officer and Assistant Secretary

MONTEREY BAY CLOTHING COMPANY, INC.

By: _____
Name: T. Neale Attenborough
Title: Chief Executive Officer and Assistant Secretary

1st Lien Trademark Security Agreement Signature Page

Accepted and Agreed:

AMERICAN CAPITAL FINANCIAL SERVICES, INC., as First Lien Term Loan Administrative Agent

By: _____
Name: Natasha Volyanskaya
Title: Principal

1st Lien Trademark Security Agreement Signature Page

Error! Unknown document property name.

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

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TUMBLEWEEDS	78313936	10/15/03	3019664	11/29/05	Registered	Arizona Mail Order Company, Inc.
UNIQUE PETITE	73683187	09/08/87	1499030	08/02/88	Registered	Arizona Mail Order Company, Inc.
VALUE SHOWCASE	73778622	02/03/89	1556819	09/19/89	Registered	Arizona Mail Order Company, Inc.
VICKI BLUE	78828818	03/03/06	3469546	7/15/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE	78897880	06/01/06	3393331	03/04/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE	78979626	06/01/06	3373165	01/22/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	73508579	11/13/84	1336665	05/21/85	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	75127842	07/01/96	2055472	04/22/97	Registered	Arizona Mail Order Company, Inc.
BEDFORD FAIR	78382773	03/11/04	3013102	11/08/05	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR APPAREL	78355680	01/22/04	3125637	08/08/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	78382761	03/11/04	3062215	02/28/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	78382765	03/11/04	3062216	02/28/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR SHOESTYLES	78440731	06/24/04	3092294	05/16/06	Registered	Bedford Fair Apparel, Inc.
BFA CLASSICS	77022411	10/17/06	3273859	08/07/07	Registered	Bedford Fair

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Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Apparel, Inc.
BFA CLASSICS	78382774	03/11/04	2991988	09/06/05	Registered	Bedford Fair Apparel, Inc.
CLOTHES THAT DO MORE FOR LESS	78400389	04/12/04	3019960	11/29/05	Registered	Bedford Fair Apparel, Inc.
WILLOW RIDGE	77081811	01/12/07	3274113	08/07/07	Registered	Bedford Fair Apparel, Inc.
WILLOW RIDGE	78811142	02/09/06	3193041	01/02/07	Registered	Bedford Fair Apparel, Inc.
FOR ALL YOU ARE	78382778	03/11/04	3243509	05/22/07	Registered	Bedford Fair Apparel, Inc.
"KICKS" BY WILROY	72216766	04/16/65	0816640	10/11/66	Registered	LM&B Catalog, Inc.
ADRIAN-AVERY	73689242	10/13/87	1506560	09/27/88	Registered	LM&B Catalog, Inc.
BROWNSTONE STUDIO	72463633	07/23/73	0989000	07/23/74	Registered	LM&B Catalog, Inc.
BROWNSTONE WOMAN	76308194	08/30/01	3115587	07/18/06	Registered	LM&B Catalog, Inc.
INTIME	73285593	11/12/80	1186245	01/12/82	Registered	LM&B Catalog, Inc.
LEW MAGRAM	73731687	05/31/88	1554789	09/05/89	Registered	LM&B Catalog, Inc.
RUNWAY FASHIONS AT RUNAWAY PRICES	78310419	10/07/03	2886697	09/21/04	Registered	LM&B Catalog, Inc.
BROWNSTONE STUDIO	73230817	09/10/79	1165943	08/18/81	Registered	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	72206793	11/23/64	0802301	01/18/66	Registered	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	72389088	04/14/71	0925944	12/21/71	Registered	LM&B Catalog,

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Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Inc. d/b/a Arizona Mail Order Co., Inc.
WHATEVER IT TAKES	76021791	04/10/00	2823666	03/16/04	Registered	Monterey Bay Clothing Company LLC
MONTEREY BAY FOOTWEAR	78878556	05/08/06	3213272	02/27/07	Registered	Monterey Bay Clothing Company, Inc.
SPA GEAR	75783604	08/24/99	2428122	02/13/01	Registered	Monterey Bay Clothing Company, Inc.
MONTEREY BAY CLOTHING COMPANY	78242057	04/25/03	2966236	07/12/05	Registered	Monterey Bay Clothing Company, LLC

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U.S. Trademark Applications

Mark	Application Serial No.	Filing Date	Status	Applicant
COMFORT IS ALWAYS IN STYLE	77358232	12/21/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
COORDINATES BY VICKI WAYNE	77350969	12/13/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
DANCING DOLLS	78846774	03/27/06	Pending Intent To Use Suspended 2/13/08	Arizona Mail Order Company, Inc.
ESSENTIALS BY VICKI WAYNE	77350526	12/12/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
FAVORITES BY VICKI WAYNE'S	78828928	03/03/06	Published Intent To Use	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS AT HOME	77359917	12/27/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
SHOP THE BAY	77411482	03/03/08	Published Pending	Arizona Mail Order Company, Inc.
SHOP THE BAY.COM	77411515	03/03/08	Published Pending	Arizona Mail Order Company, Inc.
SIGNATURE COLLECTION BY VICKI WAYNE	77351022	12/13/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
SMARTFIT	77411053	03/03/08	Pending	Arizona Mail Order Company, Inc.
BEDFORD FAIR AT HOME	77360104	12/27/07	Pending Suspended	Bedford Fair Apparel, Inc.

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U.S. State Trademark Registrations and Applications

U.S. State	Trademark	Registration No.	Registration Date	Status	Registrant
U.S. State ARIZONA	INTIMATE APPEAL	27816	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	INTIMATE APPEAL	27817	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State CALIFORNI A	L. A. LADY	63639	05/28/81	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	L.A. LADY	27814	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	L.A. LADY	27815	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	NANCY'S CHOICE	27818	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	NANCY'S CHOICE	27819	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	OLD PUEBLO TRADERS - VICKI WAYNE'S	27570	07/10/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	SECRET SLIMMER	43319	09/24/99	Registered	Arizona Mail Order Company, Inc.

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Foreign Trademark Registrations

Mark Name	Country	Registration #	Filing Date	Status	Registrant
BROWNSTONE STUDIOS	Hong Kong	301022903	12/28/2007	Registered	Lane Bryant Purchasing Corp.
INTIMATE APPEAL	Canada	TMA418201	12/23/1991	Registered	Amo Acquisition Inc.
OLD PUEBLO TRADERS	Canada	TMA412619	12/23/1991	Registered	Amo Acquisition Inc.
AMBASSADOR	Canada	TMA437538	12/24/91	Registered	Amo Acquisition Inc.
SERENDIPITY & DESIGN	Canada	TMA412621	12/31/91	Registered	Amo Acquisition Inc.
VALUE SHOWCASE	Canada	TMA417587	12/23/91	Registered	Amo Acquisition Inc.
VICKI WAYNE	Singapore	T0724085J	12/27/2007	Registered	Arizona Mail Order Company Inc.

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Foreign Trademark Applications

Mark Name	Country	Application Serial#	Filing Date	Status	Applicant
BFA CLASSICS	Malaysia			Proposed	Bedford Fair Apparel, Inc.
VICKI WAYNE	Dominican Republic			Proposed	Arizona Mail Order Company Inc.
VICKI WAYNE	Honduras			Proposed	Arizona Mail Order Company Inc.
VICKI WAYNE	Vietnam			Proposed	Arizona Mail Order Company Inc.
BFA CLASSICS	China	6482766	12/29/2007	Pending	Bedford Fair Apparel, Inc.
BFA CLASSICS	India	1636451	12/31/2007	Pending	Bedford Fair Apparel, Inc.
BFA CLASSICS	Singapore	T07241191	12/28/2007	Pending	Bedford Fair Apparel, Inc.
BFA CLASSICS	Vietnam	4200809435	5/6/2008	Pending	Bedford Fair Apparel, Inc
BROWNSTONE STUDIOS	China	6482666	12/29/2007	Pending	Arizona Mail Order Company Inc.
CXT CLASSICS	China	6482770	12/29/2007	Pending	Arizona Mail Order Company Inc.
INTIMATE APPEAL	China	6482769	12/29/2007	Pending	Arizona Mail Order Company Inc.
LEW MAGRAM	China	6492307	1/4/2008	Pending	Lane Bryant Purchasing Corp.
LEW MAGRAM	India	1637687	1/3/2008	Pending	Lane Bryant Purchasing Corp.
MARK REED	China	6482768	12/29/2007	Pending	Arizona Mail Order Company Inc
MONTEREY BAY	China	6482767	12/29/2007	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Malaysia	08000265	1/7/2008	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Singapore	T0724122i	12/28/2007	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Thailand	683560	1/7/2008	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Vietnam	4200809434	5/6/2008	Pending	Monterey Bay Clothing Company, Inc.
VICKI WAYNE	China	6482669	12/29/2007	Pending	Arizona Mail Order Company Inc.

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Mark Name	Country	Application Serial#	Filing Date	Status	Applicant
VICKI WAYNE	India			Filed	Arizona Mail Order Company Inc.

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