

04-16-2009



103557029

Form PTO-1594 (Rev. 07/05)
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 corr

Re: 4/13/09

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) Yes
Additional names, addresses, or citizenship attached? No

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

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) 9/18/08

Assignment Merger
 Security Agreement Change of Name
 Other [REDACTED]

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

A. Trademark Application No.(s) [REDACTED]
B. Trademark Registration No.(s) [REDACTED]
Insert 3469545

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
Corrective of An incorrect number 3,469,546 recorded at reel 3940 frame 0034. Assignors hereby confirm the Security Agreement.

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: 312-558-6700
Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

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: [Signature] 3/23/09 Date

Signature
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

OR 16

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

01/29/2009
700397689

Form P110-1594 (Rev. 07/05)
OMB Collection 0651-0037 (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)
- General Partnership
- Corporation - State: Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

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

Execution Date(s) September 18, 2008

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

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

Address:
Street Address: 2 Bethesda Metro Center
City: Bethesda
State: MD
Country: USA Zip: 20814

- Association
 - General Partnership
 - Limited Partnership
 - Corporation
 - Other
- Citizenship: Delaware

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)

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
Signature
Name of Person Signing

1/28/08
Date

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 1460, Alexandria, VA 22310-1460

CH \$2040.00 232428 77358232

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

TRADEMARK

TRADEMARK

REEL: 003969 FRAME: 0895

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

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. |
| AMBASSADOR | 73153946 | 12/27/77 | 1126618 | 11/06/79 | Registered | Arizona Mail Order Company, Inc. |
| APPOINTMENTS | 73583187 | 02/18/86 | 1525538 | 02/21/89 | Registered | Arizona Mail Order Company, Inc. |
| BARONESS DE WAYNE | 74676920 | 05/19/95 | 1966945 | 04/09/96 | Registered | Arizona Mail Order Company, Inc. |
| CLOTHES TO HOME | 73706837 | 01/21/88 | 1500504 | 08/16/88 | Registered | Arizona Mail Order Company, Inc. |
| 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 |

| Mark | Application Serial No. | Filing Date | Reg. No. | Reg. Date | Status | Registrant |
|---|------------------------|-------------|----------|-----------|------------|----------------------------------|
| 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. |
| HEAVENLY COMFORT | 73505011 | 10/22/84 | 1370230 | 11/12/85 | Registered | Arizona Mail Order Company, Inc. |
| HEIRESS II | 73083914 | 04/14/76 | 1073151 | 09/13/77 | Expired | Arizona Mail Order Company, Inc. |
| INTIMATE APPEAL | 74145319 | 03/07/91 | 1680348 | 03/24/92 | Registered | Arizona Mail Order Company, Inc. |
| INTIMATE APPEAL | 78310426 | 10/07/03 | 2973895 | 07/19/05 | Registered | Arizona Mail Order Company, Inc. |
| JUDY BOND | 78861661 | 04/14/06 | 3482356 | 8/5/08 | Registered | Arizona Mail Order Company, Inc. |
| 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. |

| Mark | Application Serial No. | Filing Date | Reg. No. | Reg. Date | Status | Registrant |
|-------------------------------------|------------------------|-------------|----------|-----------|------------|----------------------------------|
| OLD PUEBLO TRADERS | 73508538 | 11/13/84 | 1336664 | 05/21/85 | Registered | Arizona Mail Order Company, Inc. |
| OLD PUEBLO TRADERS | 78366105 | 02/11/04 | 2991919 | 9/6/05 | Registered | Arizona Mail Order Company, Inc. |
| OLD PUEBLO TRADERS VICKI WAYNE'S | 73465909 | 02/16/84 | 1342544 | 06/18/85 | Registered | Arizona Mail Order Company, Inc. |
| 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, Inc. |

| 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 3469545 | 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 |

| 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 |

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. |

U.S. State Trademark Registrations and Applications

SKIP

| 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. |

Foreign Trademark Registrations

SKIP

| 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. |

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. |

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