

8/4/09

08-05-2009



HEET
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103569663

To the Director of the U. S. Pat.

ched documents or the new address(es) below.

1. Name of conveying party(ies):

Venus Swimwear, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Florida
- Other _____
- Association
- Limited Partnership

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: bon prix Acquisition Corp.

Internal

Address: c/o Jay Lipe

Street Address: 10 South Wacker Drive, Suite 2300

City: Chicago

State: Illinois

Country: US

Zip: 60606

- Association
- General Partnership
- Limited Partnership
- Corporation
- 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) July 8, 2009

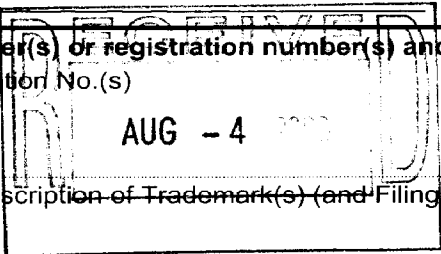
- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

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

A. Trademark Application No.(s)

See Attached.

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: Farzin Parang

Internal Address: Dykema Gossett PLLC

Street Address: 10 South Wacker Drive, Suite 2300

City: Chicago

State: Illinois Zip: 60606

Phone Number: 312-627-2521

Fax Number: 312-627-2302

Email Address: fparang@dykema.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 340

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

08/05/2009 NJAMA1 00000003 3545012

Deposit Account Number 01 EC:0521 40.00 UP
02 FC:0522 300.00 UP

Authorized User Name _____

9. Signature:

[Signature]
Signature

7/28/09
Date

Farzin Parang
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

1

CONTINUATION OF ITEM 4:**Application numbers or registration numbers and identification or description of the Trademark**

B. Trademark Registration Number	C. Identification of Mark	Type of Mark	Summary of Goods and/or Services
3,545,012	VENUS.COM	Service Mark	Retail store, catalog and online store
3,303,183	OWN THE BEACH	Service Mark	Retail store, catalog and online store
3,178,851	VENUS	Service Mark	Retail store, electronic catalog, mail order catalog and internet retail services
3,138,898	VENUS	Trademark	Lingerie
3,134,692	VENUS USA	Service Mark	Retail store, catalog and online store
3,122,353	VENUS	Service Mark	Retail store, catalog and online store
2,866,965	VENUS	Trademark/ Service Mark	Lingerie
2,268,534	VENUS	Service Mark	Entertainment services re beauty pageants
2,130,707	VENUS GIRL TRAP	Trademark	Men, women and children apparel
1,971,354	VENUS	Trademark	Outwear clothing
1,672,665	VE	Trademark	Clothing
1,492,352	VENUS SWIMWEAR	Trademark	Outerwear clothing
1,372,695	VENUS SWIMWEAR	Trademark	Swimwear

2

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks (this "Assignment") is dated and effective as of the 9th day of July, 2009, by Venus Swimwear, Inc., a Florida corporation (the "Assignor"), in favor of bon prix Acquisition Corp., a Delaware corporation (the "Assignee").

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby grants, sells, assigns, transfers and conveys to Assignee, Assignor's entire right, title and interest in and to all of those registered trademarks listed on Exhibit A, attached hereto and made a part hereof, all renewals of any of the foregoing, all income, royalties and payments now or hereafter due and/or payable under the foregoing or with respect to any of the foregoing, including but not limited to, payments under all licenses entered into in connection therewith, all rights to enforce or obtain injunctive relief for past, present or future infringements, all rights to damages or payments for any infringements of any of the foregoing occurring after the date of this Assignment, all rights corresponding to any of the foregoing throughout the world (all of the foregoing, collectively, the "Trademarks"), and the goodwill of Assignor's business in connection with which the Trademarks are used and that are symbolized by the Trademarks.

[SIGNATURE PAGE FOLLOWS]

1 of 4

CHICAGO\2704100.2
ID\SDS - 094363/0014

TRADEMARK
REEL: 004037 FRAME: 0858

N WITNESS WHEREOF, this Assignment has been executed as of the date first above

VENUS SWIMWEAR, INC., a Florida
corporation

By: 

Its: Receiver

[SIGNATURE PAGE FOR TRADEMARK ASSIGNMENT]

2 of 4

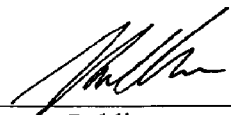
ACKNOWLEDGMENT

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Jack Meeks, Receiver of Venus Swimwear, Inc., a Florida corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that as such Receiver, he signed and delivered this said instrument, pursuant to the authority, given by the Board of Directors of said company as his free and voluntary act and deed of said company, for the uses and purposes therein set forth.

Given under my hand and official seal, this 8th day of July, 2009.

KAREN M. CONN
Notary Public, State of Florida
My comm. exp. Dec. 12, 2009
Comm. No. DD 475316



Notary Public

Commission Expires: 12/12/09

[ACKNOWLEDGEMENT FOR TRADEMARK ASSIGNMENT]

EXHIBIT A
TRADEMARKS

See Attached

00661123

4 of 4

CHICAGO\2704100.2
ID\SDS - 094363/0014

TRADEMARK
REEL: 004037 FRAME: 0861

US Trademark Registrations

Active trademark registrations on file with the U.S. Patent and Trademark Office as of July 1, 2009:

Mark	Type of Mark	Summary of Goods and/or Services	Registration Number	Registration Date
VENUS.COM	Service Mark	Retail store, catalog and online store	3,545,012	12/9/08
OWN THE BEACH	Service Mark	Retail store, catalog and online store	3,303,183	10/2/07
VENUS	Service Mark	Retail store, electronic catalog, mail order catalog and internet retail services	3,178,851	12/5/06
VENUS	Trademark	Lingerie	3,138,898	9/5/06
VENUS USA	Service Mark	Retail store, catalog and online store	3,134,692	8/29/06
VENUS	Service Mark	Retail store, catalog and online store	3,122,353	8/1/06
VENUS	Trademark/ Service Mark	Lingerie	2,866,965	7/27/04
VENUS	Service Mark	Entertainment services re beauty pageants	2,268,534	8/10/99
VENUS GIRL TRAP	Trademark	Men, women and children apparel	2,130,707	1/20/98
VENUS	Trademark	Outwear clothing	1,971,354	4/30/96
VE	Trademark	Clothing	1,672,665	1/21/92
VENUS SWIMWEAR	Trademark	Outerwear clothing	1,492,352	6/14/88
VENUS SWIMWEAR	Trademark	Swimwear	1,372,695	11/26/85

International Trademark Registration

Mark	Country	Classes of Goods and/or Services	Registration/ Application Number	Registration Date
VENUS	Australia	Class 35	816912	12/10/99
VENUS	Canada	Lingerie	Application No. 1,289,783	2/21/06
VENUS.COM	Canada	Unknown	Application No. 1,213,965	3/7/05
VENUS	Canada	Class 35	TMA586,632	8/6/03

SWIMWEAR				
VENUS	Canada	Class 35	TMA625,284	11/10/04
VENUS	Canada	Class 35	TMA730,559	12/9/08
VENUS	Canada	Class 25	TMA681,517	2/12/07
VENUS.COM	Canada	Classes 34 and 41	TMA679,809	1/19/07
VENUS	Canada	Unknown	TMA586,920	8/8/03
VENUS and Triangle Design	Europe	Unknown	Application Pending	
VENUS	France	Classes 25 and 35	033246933	4/2/04
VENUS	Germany	Unknown	30332333	10/28/03
VENUS	Great Britain and Northern Ireland	Class 25 and 35	2336708	1/4/01
VENUS.COM	Great Britain and Northern Ireland	Class 35, 44 and 45	2361374	4/20/04
VENUS	Japan	Unknown	4635728	1/10/03
VENUS	Mexico	Unknown	Application Pending	