

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the identification of the Assignors previously recorded on Reel 004042 Frame 0211. Assignor(s) hereby confirms the assignment.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Goody's, LLC		11/25/2009	LIMITED LIABILITY COMPANY: DELAWARE
New Goody's MS, LP		11/25/2009	LIMITED PARTNERSHIP: TENNESSEE
New Sydoog, LLC		11/25/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Specialty Retailers, Inc.
<b>Street Address:</b>	10201 South Main Street
<b>City:</b>	Houston
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77025
<b>Entity Type:</b>	CORPORATION: TEXAS

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Serial Number:	78497063	GOODSPORT
Serial Number:	78497068	GOOD SPORTS
Registration Number:	3528614	CHOOSE TO BE YOU
Registration Number:	2657455	IVY CREW
Registration Number:	1606015	GOODY'S FAMILY CLOTHING
Registration Number:	2704878	MONTANA BLUES JEAN COMPANY
Registration Number:	1949198	GOODYS FAMILY CLOTHING
Registration Number:	3243210	GOODY'S IT'S ALL ABOUT YOU
Registration Number:	3378285	GOODY'S 4 SHOES

**900152360**

**TRADEMARK  
 REEL: 004132 FRAME: 0902**

**CH \$790.00 78497063**

Registration Number:	3406961	KID CREW
Registration Number:	2164591	OLD COLLEGE INN
Registration Number:	2230045	GOODY'S LOW PRICE!! DEPARTMENT STORE STYLES DEPARTMENT STORE BRANDS
Registration Number:	2230456	G
Registration Number:	2304724	INTIMATE CLASSICS
Registration Number:	2414646	LOW PRICES NEVER LOOKED SO GOOD
Registration Number:	2529306	GOODY'S
Registration Number:	2561162	MOUNTAIN LAKE
Registration Number:	1662862	YOUR EVERYDAY Y.E.S. SAVINGS BRANDS VALUE QUALITY
Registration Number:	3340736	GOODY'S
Registration Number:	3127899	TAKE A GOOD LOOK
Registration Number:	2644246	RGM
Registration Number:	2678764	ACCESSORY CROSSING
Registration Number:	2697501	ACCESSORY CROSSING
Registration Number:	2515145	Y.E.S. YOUR EVERYDAY SAVINGS
Registration Number:	2678909	GOODCLOTHES
Registration Number:	2783189	STERLING REFLECTIONS
Registration Number:	2778010	GOOD KIDZ
Registration Number:	3252368	DENIM PLANET
Registration Number:	2974969	THE BEST TOWEL ON THE BEACH
Registration Number:	3046121	NOW THAT LOOKS GREAT ON YOU
Registration Number:	3221325	WWW.GOODYSONLINE.COM

**CORRESPONDENCE DATA**

Fax Number: (405)228-7306  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (405) 552-2306  
Email: anthony.rahhal@mcafeetaft.com  
Correspondent Name: Anthony L. Rahhal  
Address Line 1: 211 North Robinson  
Address Line 2: Tenth Floor, Two Leadership Square  
Address Line 4: Oklahoma City, OKLAHOMA 73102

ATTORNEY DOCKET NUMBER:	50725.751
NAME OF SUBMITTER:	Anthony L. Rahhal
Signature:	/Anthony L. Rahhal/

**TRADEMARK**

Date:

01/18/2010

**Total Attachments: 12**

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):**

Goody's, LLC, a Delaware limited liability company  
New Goody's MS, LP, a Tennessee limited partnership  
New Sydoog, LLC, a Delaware limited liability company

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation- State: \_\_\_\_\_  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) November 25, 2009

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

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  
 No

Name: Specialty Retailers, Inc.

Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_

Street Address: 10201 South Main Street

City: Houston

State: Texas

Country: USA                      Zip: 77025

- Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship Texas  
 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)

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

A. Trademark Application No.(s)

78/497,063  
78/497,068

B. Trademark Registration No.(s)

(See Attached)

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: Anthony L. Rahhal

Internal Address: McAfee & Taft

Tenth Floor, Two Leadership Square

Street Address: 211 North Robinson

City: Oklahoma City, Oklahoma 73102

State: Oklahoma                      Zip: 73102

Phone Number: (405) 552-2306

Fax Number: (405) 228-7306

Email Address: anthony.rahhal@mcafeetaft.com

**6. Total number of applications and registrations involved:**

31

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 790**

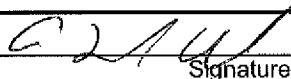
- Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

Deposit Account Number 50-0449

Authorized User Name Anthony L. Rahhal

**9. Signature:**

  
Signature

January 18, 2010

Date

Anthony L. Rahhal

Name of Person Signing

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

12

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



Electronic Trademark Assignment System

Confirmation Receipt

Your assignment has been received by the USPTO. The coversheet of the assignment is displayed below:

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

Table with 2 columns: Submission Type (NEW ASSIGNMENT), Nature of Conveyance (ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL), and Conveying Party Data (listing Goody's, LLC and New Sydoog, LLC).

RECEIVING PARTY DATA

Table with 2 columns: Field (Name, Street Address, City, State/Country, Postal Code, Entity Type) and Value (Specialty Retailers, Inc., 10201 South Main Street, Houston, TEXAS, 77025, CORPORATION: TEXAS).

PROPERTY NUMBERS Total: 31

Table with 3 columns: Property Type, Number, Word Mark. Lists registration numbers and word marks: 3528614 (CHOOSE TO BE YOU), 2657455 (IVY CREW), 1606015 (GOODY'S FAMILY CLOTHING), 2704878 (MONTANA BLUES JEAN COMPANY).

Number:	1949198	GOODYS FAMILY CLOTHING
Registration Number:	3243210	GOODY'S IT'S ALL ABOUT YOU
Registration Number:	3378285	GOODY'S 4 SHOES
Registration Number:	3406961	KID CREW
Registration Number:	2164591	OLD COLLEGE INN
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Registration Number:	2230456	G
Registration Number:	2304724	INTIMATE CLASSICS
Registration Number:	2414646	LOW PRICES NEVER LOOKED SO GOOD
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Registration Number:	2561162	MOUNTAIN LAKE
Registration Number:	1662862	YOUR EVERYDAY Y.E.S. SAVINGS BRANDS VALUE QUALITY
Registration Number:	3340736	GOODY'S
Registration Number:	3127899	TAKE A GOOD LOOK
Registration Number:	2644246	RGM
Registration Number:	2678764	ACCESSORY CROSSING
Registration Number:	2697501	ACCESSORY CROSSING
Registration Number:	2515145	Y.E.S. YOUR EVERYDAY SAVINGS
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Registration Number:	2783189	STERLING REFLECTIONS
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Registration Number:	3252368	DENIM PLANET
Registration Number:	2974969	THE BEST TOWEL ON THE BEACH
Registration Number:	3046121	NOW THAT LOOKS GREAT ON YOU

<b>Registration Number:</b>	3221325	WWW.GOODYSONLINE.COM
<b>Serial Number:</b>	78497063	GOODSPORT
<b>Serial Number:</b>	78497068	GOOD SPORTS

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**Correspondent Name:** Anthony L. Rahhal  
**Address Line 1:** 211 North Robinson  
**Address Line 2:** Tenth Floor, Two Leadership Square  
**Address Line 4:** Oklahoma City, OKLAHOMA 73102

<b>ATTORNEY DOCKET NUMBER:</b>	50725.751
<b>NAME OF SUBMITTER:</b>	Anthony L. Rahhal
<b>Signature:</b>	/Anthony L. Rahhal/
<b>Date:</b>	08/11/2009

**Total Attachments: 7**  
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**RECEIPT INFORMATION**

**ETAS ID:** TM150211  
**Receipt Date:** 08/11/2009  
**Fee Amount:** \$790

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**TRADEMARK REGISTRATION NOS.**

3,528,614  
2,657,455  
1,606,015  
2,704,878  
1,949,198  
3,243,210  
3,378,285  
3,406,961  
2,164,591  
2,230,045  
2,230,456  
2,304,724  
2,414,646  
2,529,306  
2,561,162  
1,662,862  
3,340,736  
3,127,899  
2,644,246  
2,678,764  
2,697,501  
2,515,145  
2,678,909  
2,783,189  
2,778,010  
3,252,368  
2,974,969  
3,046,121  
3,221,325



## AMENDED AND CORRECTED

### INTELLECTUAL PROPERTY AND DOMAIN NAME ASSIGNMENT

This AMENDED AND CORRECTED INTELLECTUAL PROPERTY AND DOMAIN NAME ASSIGNMENT (this "Assignment"), is made this 16th day of December, 2009, effective as of the 2nd day of July, 2009, by and between Goody's, LLC, a Delaware limited liability company, having a place of business at 400 Goody's Lane, Knoxville, Tennessee 37922 ("Goody's"); New Goody's MS, LP, a Tennessee limited partnership, having a place of business at 400 Goody's Lane, Knoxville, Tennessee 37922 ("NGMS"); and New Sydoog, LLC, a Delaware limited liability company having offices at 1007 Orange Street, Wilmington, Delaware 19801 ("New Sydoog" and, together with Goody's and NGMS, , "Assignors"), on the one hand, and Specialty Retailers, Inc., a Texas corporation, having a place of business at 10201 South Main Street, Houston, TX 77025 ("Assignee") (each a "Party," and collectively, the "Parties"). Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in that Asset Purchase Agreement by and among the Parties and dated June 22, 2009, as amended (collectively, the "Purchase Agreement").

WHEREAS, New Sydoog is the owner of trademark registrations 1,606,015, 1,949,198, 3,378,285, 2,529,306, 3,221,325, and 3, 340,736, and of the marks therein,(including those which may be entitled to be registered in additional territories, and any and all goodwill symbolized thereby) set forth on Schedule A hereto (the "Sydoog Trademarks") and any and all copyright subsisting in the subject matter of the Sydoog Trademarks, including any design or word components;

WHEREAS, NGMS is the owner of each of the remaining trademarks (including those which may be entitled to be registered in additional territories), trademark registrations and trademark applications (including any and all goodwill symbolized thereby) set forth on Schedule A hereto (the "NGMS Trademarks") and any and all copyright subsisting in the subject matter of the NGMS Trademarks, including any design or word components

WHEREAS, one or more of the Assignors is the registrant of record and owner of each of the Internet domain name (including any and all goodwill symbolized thereby) set forth on Schedule B hereto and the domain name registration therefor (the "Domain Name");

WHEREAS, on July 2, 2009, Goody's and New Sydoog delivered an assignment (the "Original Assignment") to Assignee pursuant to the Purchase Agreement to transfer the Trademarks and Domain Name to Assignee and such Assignment inadvertently omitted to include NGMS as an Assignor; and

WHEREAS, the Assignors are delivering this Assignment to amend and correct the Original Assignment to include NGMS as an Assignor.

NOW THEREFORE, for the consideration set forth in the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Effective upon Closing, Assignors hereby assign to Assignee:
  - (a) all of their right, title and interest in, and good will associated with, the Trademarks and the Domain Name, including all rights therein provided by international conventions and treaties, and the right to sue for past, present and future infringement thereof ("Transferred Rights"); and
  - (b) any and all rights to sue at law or in equity for any infringement, imitation, impairment, distortion, dilution or other unauthorized use or conduct in derogation of the Transferred Rights occurring prior to the Closing, including the right to receive all proceeds and damages therefrom; and
  - (c) any and all rights to royalties, profits, compensation, license fees or other payments or remuneration of any kind relating to the Transferred Rights arising from and after the date of this Assignment; and
  - (d) any and all rights to obtain renewals, reissues, and extensions of registrations or other legal protections pertaining to the Transferred Rights.

Assignee, its successors and assigns, shall hold the rights to the foregoing for and during the existence of such Transferred Rights, and all renewals, reissues and extensions thereof, as fully and as entirely as the same would have been held and enjoyed by the Assignors had this Assignment not been made.

2. Further Assurances. Assignor shall, at the cost and expense of Assignee, timely execute and deliver any additional documents and perform such additional acts reasonably necessary or desirable to record and perfect the interest of Assignee in and to the Trademarks and the Domain Name, and shall not enter into any agreement in conflict with this Assignment.

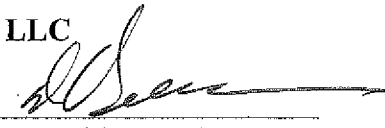
3. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to the conflicts of law rules of such state.

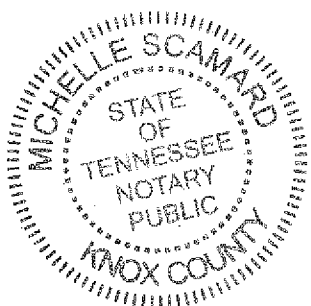
4. Counterparts. This Assignment may be executed by facsimile in three (3) or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same agreement.

*Signature Pages Immediately Follow*

IN WITNESS WHEREOF, Assignors and Assignee have caused this Assignment to be executed by their duly authorized representatives.


**ASSIGNOR:**

**GOODY'S, LLC**  
 By: \_\_\_\_\_   
 Name: David G. Peek  
 Title: Executive Vice President  
 and Chief Financial Officer



STATE OF Tennessee :  
 COUNTY OF Knox : SS.

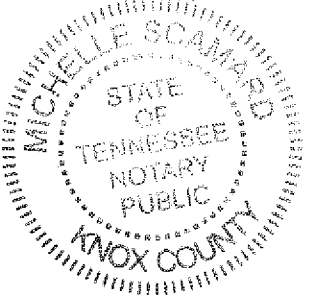
On this 25<sup>TH</sup> day of November, 2009, before me appeared David G. Peek, the person who signed this instrument, who acknowledged that he signed it as his own free act on behalf of Goody's, LLC.

  
 Notary Public

My Commission Expires: 7/26/2011


**ASSIGNOR:**

**NEW SYDOOG, LLC**  
 By: \_\_\_\_\_   
 Name: David G. Peek  
 Title: Chief Manager and President



STATE OF Tennessee :  
 COUNTY OF Knox : SS.

On this 25<sup>TH</sup> day of November, 2009, before me appeared David G. Peek, the person who signed this instrument, who acknowledged that he signed it as his own free act on behalf of Sydoog, LLC.

  
 Notary Public

My Commission Expires: 7/26/2011

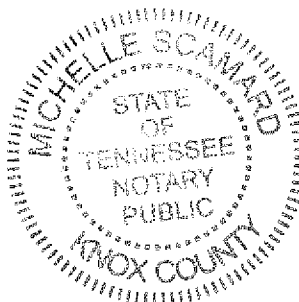
**ASSIGNOR:**

**NEW GOODY'S MS, LP**

By: New Trebor of TN, LLC, its General Partner

By: [Signature]

Name: David G. Peek  
Title: Chief Manager and President



STATE OF Tennessee :  
: SS.  
COUNTY OF Knox :

On this 25<sup>th</sup> day of November, 2009, before me appeared David G. Peek, the person who signed this instrument, who acknowledged that he signed it as his own free act on behalf of New Trebor of TN, LLC, in its capacity as General Partner of New Goody's MS, LP.

[Signature]  
Notary Public

My Commission Expires: 7/26/2011

**ASSIGNEE:**

SPECIALTY RETAILERS, INC.

By: [Signature]

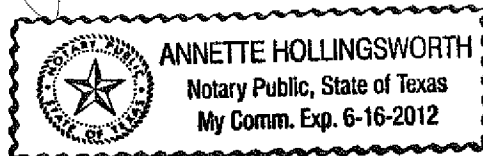
Name: Scott A Woods  
Title: V&A Senior Corporate Counsel

STATE OF TEXAS :  
: SS.  
COUNTY OF HARRIS :

On this 16<sup>th</sup> day of December, 2009, before me appeared Scott A. Woods the person who signed this instrument, who acknowledged that he signed it as his own free act on behalf of Specialty Retailers, Inc.

[Signature]  
Notary Public

My Commission Expires: 6-16-2012



**SCHEDULE A – TRADEMARKS**

<b>Trademark. Service Mark</b>	<b>Reg. No. (Serial No.)</b>	<b>Reg./Renewal Date (Filing Date)</b>	<b>Descriptions/Goods</b>	<b>Status</b>
CHOOSE TO BE YOU	3,528,614 (77/241,636)	11/4/2008 (7/30/2007)	SM	Section 8 and 15 due 4/11/2012
IVY CREW	2,657,455 (74/516,578)	12/10/2012 (4/21/1994)	Men's shorts, pants, shirts	Renewal due 12/10/2012
GOODY'S FAMILY CLOTHING	1,606,015 (73/767,438)	7/10/2000 (12/5/1988)	SM	Renewal due 7/10/2010
MONTANA BLUES JEAN COMPANY & Design	2,704,878 (74/721,899)	4/8/2003 (8/28/1995)	Men's, Women's and Children's clothing	Section 8 and 15 due 4/8/2009
GOODY'S FAMILY CLOTHING & Design	1,949,198 (74/647,079)	1/16/2006 (3/15/1995)	SM	Renewal due 1/16/2016
GOODY'S ITS ALL ABOUT YOU	3,243,210 (76/342,646)	5/22/2007 (11/28/2001)	SM	Section 8 and 15 due 5/22/2013
GOODY'S 4 SHOES	3,378,285 (78/606,925)	2/5/2008 (4/12/2005)	SM	Section 8 and 15 due 2/5/2014
KIDCREW	3,406,961 (78/792,143)	4/1/08 (1/16/2005)	Children's and infant's clothing	Section 8 and 15 due 4/1/2014
OLD COLLEGE INN	2,164,591 (75/158051)	6/9/2018 (8/29/1996)	Men's, Women's slacks, skirts, shirts, shorts, T-shirts	Renewal due 6/9/2018
GOODY'S LOW PRICE!! DEPARTMENT STORE STYLES DEPARTMENT STORE BRANDS & Design	2,230,045 (75/303,413)	3/9/1999 (6/4/1997)	SM	Renewal due 3/9/2009
G & Arch Design	2,230,456 (75/405,647)	3/9/1999 (12/15/1997)	SM	Renewal due 3/9/2009
INTIMATE CLASSICS	2,304,724 (75/415,159)	12/28/1999 (1/8/1998)	Intimate apparel, sleepwear, loungewear, panties, bras	Section 8 and Renewal due 12/28/2009
LOW PRICES NEVER LOOKED SO GOOD	2,414,646 (75/656,431)	12/19/2000 (3/9/1999)	SM	Renewal due 12/19/2010
GOODY'S (store services)	2,529,306 (76/050,225)	1/15/2012 (5/17/2000)	SM	Renewal due 1/15/2012
MOUNTAIN LAKE	2,561,162 (76/033,731)	4/16/2012 (4/18/2000)	Dresses, shirts, pants, loungewear	Renewal due 4/16/2012
YOUR EVERYDAY SAVINGS/Y.E.S.	1,662,862 (74/103,557)	10/29/1991 (10/5/1990)	SM	Renewal due 10/29/2011
GOODY*S	3,340,736 (77/067,343)	11/20/2007 (12/19/2006)	SM	Section 8 and 15 due 11/20/2013

Trademark. Service Mark	Reg. No. (Serial No.)	Reg./Renewal Date (Filing Date)	Descriptions/Goods	Status
TAKE A GOOD LOOK	3,127,899 (78/493,799)	08/26/2006 (04/10/2004)	SM	Section 8 and 15 due 1/17/2012
RGM	2,644,246 (76/253,769)	10/29/2002 (5/8/2001)	Men's clothing	8 and 15 due 10/29/2008 not filed 6 mo Grace period – will cancel if not filed by 4/29/2009
ACCESSORY CROSSING	2,678,764 (76/143,527)	1/21/2013 (10/10/2000)	Jewelry	Renewal due 1/21/2013
ACCESSORY CROSSING	2,697,501 (76/372,081)	3/18/2003 (2/19/2002)	Gloves, scarves, hats, belts	8 and 15 due 3/18/2009 – filed – not yet accepted
Y.E.S. YOUR EVERYDAY SAVINGS	2,515,145 (76/217,340)	12/4/2001 (2/27/2001)	SM	Renewal due 12/4/2011
GOODCLOTHES & Design	2,678,909 (76/275,671)	1/21/2003 (6/22/2001)	Women's and Misses clothing, shirts, tops, jackets, pants	Renewal due 1/21/2013
STERLING REFLECTIONS	2,783,189 (78/111,941)	11/11/2013 (3/1/2002)	Jewelry	Section 8 and 15 due 11/11/2009
GOOD KIDZ	2,778,010 (78/188,448)	10/28/2003 (11/25/2002)	Children's clothing, shirts, tops, skirts, hats	Section 8 and 15 due 10/28/2009
DENIM PLANET	3,252,368 (78/608,670)	6/12/2007 (4/14/2005)	SM	Section 8 and 15 due 6/12/2013
THE BEST TOWEL ON THE BEACH	2,974,969 (78/474,967)	7/19/2005 (8/27/2004)	Towels	8 due 7/19/2011
NOW THAT LOOKS GREAT ON YOU	3,046,121 (78/529,991)	7/19/2005 (8/27/2004)	SM	8 and 15 due 1/17/2012
WWW.GOODYSONLINE.COM	3,221,325 (78/546,412)	3/27/2007 (1/12/2005)		Section 8 and 15 due 3/27/2013
GOODSPORT	Not available (78/497,063)	Not available (10/8/2004)	Clothing, tops and bottoms, such as pants, shorts and shirts	Unknown
GOOD SPORTS	Not available (78/497,068)	Not available (10/8/2004)	Clothing, namely, tops and bottoms, such as pants, shorts, and shirts	Unknown

SCHEDULE B – DOMAIN NAMES

<u>Domain Name</u>	<u>Registering Authority</u>
WWW.GODYSONLINE.COM	Network Solutions, LLC