

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Substitution of Administrative Agent in Trademarks (First Lien)

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
American Capital Ltd., as existing Administrative Agent		10/01/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wilmington Trust FSB, as successor Administrative Agent
<b>Street Address:</b>	50 South Sixth Street, Suite 1290
<b>City:</b>	Minneapolis
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55402
<b>Entity Type:</b>	Federal Savings Bank: UNITED STATES

**PROPERTY NUMBERS Total: 196**

Property Type	Number	Word Mark
Registration Number:	2907808	ADJUST-O-PEDIC
Registration Number:	2457019	ADRIAN DELAFIELD
Registration Number:	1797101	AMERICAN SWEETHEART
Registration Number:	2457017	CASUAL JOE
Serial Number:	75716806	DUKE
Serial Number:	75759285	DUKE BELTED CHINOS
Registration Number:	2494007	EXECUTIVE DIVISION
Registration Number:	2712960	HABAND
Registration Number:	2535540	HABAND TRAVELERS
Registration Number:	3101303	HEALTHRITE
Registration Number:	2622820	JACK FROST
Registration Number:	2457016	STAG HILL
Registration Number:	1771355	APPLESEED'S
Registration Number:	1809067	APPLESEED'S

CH \$4915.00 2907808

**900173771**

**TRADEMARK  
 REEL: 004294 FRAME: 0666**

Registration Number:	2644241	BRIGHT IDEA
Registration Number:	0941094	
Registration Number:	1773058	HAYMAKER
Registration Number:	0921309	JOHNNY APPLESEED'S
Registration Number:	0756119	JOHNNY APPLESEED'S
Registration Number:	2203937	LESTER SQUARE
Registration Number:	2523614	LOMBARDI
Registration Number:	1910140	THE TOG SHOP
Registration Number:	2777318	THE TOG SHOP
Registration Number:	2533750	A WORLD OF UNFORGETTABLE GIFTS
Registration Number:	1915012	ALWAYS- FIT
Registration Number:	1924709	AUTO-SIZER
Registration Number:	2130811	AUTO-SIZER
Registration Number:	2406381	CITY EXPRESS
Registration Number:	0611238	DEER-MOCS
Registration Number:	0879325	DEPARTURE
Registration Number:	1976238	DEPARTURES
Registration Number:	1189696	
Registration Number:	2139253	
Registration Number:	1204997	EARLY WINTERS
Registration Number:	1143074	EARLY WINTERS
Registration Number:	0946841	ESCAPE FROM THE ORDINARY
Registration Number:	1284733	ESCAPE FROM THE ORDINARY
Registration Number:	2567994	FLY RIGHT
Registration Number:	2491496	FLY RIGHT
Registration Number:	1923811	FREQUENT FLYER
Registration Number:	1811578	FURNACE SHIRT
Serial Number:	77048617	GETTING OFF THE BEATEN PATH
Registration Number:	1168264	LIGHTNING BUG
Registration Number:	2645893	MILE MATES
Registration Number:	1224105	NORM THOMPSON
Registration Number:	1348672	NORM THOMPSON
Registration Number:	1905044	NORTHERN STRETCH
Registration Number:	1183893	PANAMA CRUSHER
Registration Number:	2941000	PERFECT-FIT

Serial Number:	76338287	PRODUCTS THAT MAKE LIFE EASIER
Registration Number:	1753081	RESERVE HARVEST
Serial Number:	78306912	SAHALIE
Registration Number:	2462813	SAVE YOUR BACK
Registration Number:	2477530	SCOZIES
Registration Number:	2229572	SHEEPKINS
Registration Number:	2180573	SHIKARI
Registration Number:	2415818	SLUMBER SOCKS
Registration Number:	2357806	SOLTEX
Registration Number:	2369890	SOLUTIONS
Registration Number:	1444563	SOLUTIONS
Registration Number:	1580795	THE PRIMARY LAYER
Registration Number:	2537693	TRAVELER'S SUEDE
Registration Number:	2614820	WATERFRONT LIVING
Registration Number:	2516310	ZIP DRY
Registration Number:	2877447	CLASSIC COMFORT
Registration Number:	2456703	D & D
Registration Number:	2456704	D&D
Registration Number:	3056392	DD
Registration Number:	3038382	DD
Registration Number:	2346876	DRAPER'S & DAMON'S
Registration Number:	3036662	DRAPER'S & DAMON'S
Serial Number:	78413396	DRAPER'S ESSENTIALS
Registration Number:	2766953	DRAPER'S STUDIO
Serial Number:	78433252	FOREVERFRIENDS
Registration Number:	2891338	RED BUTTON
Registration Number:	2901717	RED BUTTON
Registration Number:	3136949	SIGNATURE KNITS
Registration Number:	2877618	WEB ONLY
Registration Number:	2684215	220 HICKORY
Registration Number:	2564412	220 HICKORY
Registration Number:	2793723	ADJUST-A-BAND
Registration Number:	2336999	ADVENTURERS' CLUB
Registration Number:	1477803	ALLEGHENY TRAIL
Registration Number:	2403467	ALLEGHENY WOODLANDS RESEARCH GROUP, INC.

**TRADEMARK**

**REEL: 004294 FRAME: 0668**

Registration Number:	1283914	BLAIR
Registration Number:	2134847	BLAIR
Registration Number:	2008690	BLAIR
Registration Number:	2061091	BLAIR
Registration Number:	1624256	BLAIR
Registration Number:	1563972	BLAIR
Registration Number:	1422914	BLAIR
Serial Number:	78617467	BLAIR
Serial Number:	77058143	BLAIR
Registration Number:	1626066	BLAIR BOUTIQUE
Registration Number:	2894537	BLAIR DELMONICO
Serial Number:	78842707	BLAIRCREDITSERVICES.COM
Registration Number:	1051930	BLAIRGUARD
Registration Number:	1636210	BLAIR-PLUS
Registration Number:	1542603	BLAIR-SUEDE
Registration Number:	1893194	COMFORT EASE
Registration Number:	2727655	CROSSING POINTE
Registration Number:	1582710	ELISABETH WILLIAMS
Registration Number:	1584039	IMPROVED LIVING
Registration Number:	1543353	IMPROVED LIVING
Registration Number:	1558163	IRVINE PARK
Registration Number:	0924751	JB
Registration Number:	0930561	JOHN BLAIR
Registration Number:	0910968	JOHN BLAIR
Registration Number:	0790047	JOHN BLAIR
Registration Number:	1429299	LADY BLAIR
Registration Number:	0854692	NPC
Registration Number:	0814574	NPC
Registration Number:	1360765	PERSONAL CHOICE
Registration Number:	1656300	SCANDIA WOODS
Registration Number:	1991573	SILHOUETTE SLIMMER
Registration Number:	2010722	STIK-TITE
Registration Number:	1615823	STONYBROOK
Registration Number:	1415984	THE NOTEBOOK
Registration Number:	2447437	TODAY'S KITCHEN

TRADEMARK

REEL: 004294 FRAME: 0669

Registration Number:	2621668	TOTALLY TOPS
Registration Number:	1469163	TROPICOOOL
Registration Number:	1126618	AMBASSADOR
Registration Number:	1966945	BARONESS DE WAYNE
Registration Number:	3667359	COORDINATES BY VICKI WAYNE
Registration Number:	3489860	COORDINATES BY VICKI WAYNE
Registration Number:	2970745	COWARD
Registration Number:	0073661	COWARD
Registration Number:	3694253	DANCING DOLLS
Registration Number:	2214562	DAVID CALAIS
Registration Number:	0885089	DRY DOCK BY SERBIN
Registration Number:	3478146	ESSENTIALS BY VICKI WAYNE
Registration Number:	3667358	ESSENTIALS BY VICKI WAYNE
Registration Number:	1370230	HEAVENLY COMFORT
Registration Number:	2973895	INTIMATE APPEAL
Registration Number:	1680348	INTIMATE APPEAL
Registration Number:	3482356	JUDY BOND
Registration Number:	1168377	LADY "A"
Registration Number:	1180174	LADY AMBASSADOR
Registration Number:	1435705	MARK REED
Registration Number:	1202124	NANCY'S CHOICE
Registration Number:	2991919	OLD PUEBLO TRADERS
Registration Number:	1336664	OLD PUEBLO TRADERS
Serial Number:	77359917	OLD PUEBLO TRADERS AT HOME
Registration Number:	1342544	OLD PUEBLO TRADERS VICKI WAYNE'S
Registration Number:	1649648	REGALIA
Registration Number:	1503096	SERBIN SPORT
Registration Number:	0606130	SERBIN
Registration Number:	1133650	SERENDIPITY
Registration Number:	3508463	SHOP THE BAY
Registration Number:	3511824	SHOP THE BAY.COM
Registration Number:	3321356	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	3547992	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	3546229	SMART FIT
Registration Number:	3478147	STUDIO SERIES BY VICKI WAYNE

**TRADEMARK**

**REEL: 004294 FRAME: 0670**

Registration Number:	3097394	THE FASHION SPECIALISTS
Registration Number:	3019664	TUMBLEWEEDS
Registration Number:	1499030	UNIQUE PETITE
Registration Number:	1556819	VALUE SHOWCASE
Registration Number:	3469545	VICKI BLUE
Registration Number:	3373165	VICKI WAYNE
Registration Number:	3393331	VICKI WAYNE
Registration Number:	2055472	VICKI WAYNE'S
Registration Number:	1336665	VICKI WAYNE'S
Registration Number:	3013102	BEDFORD FAIR
Registration Number:	3125637	BEDFORD FAIR APPAREL
Serial Number:	77360104	BEDFORD FAIR AT HOME
Registration Number:	3062216	BEDFORD FAIR LIFESTYLES
Registration Number:	3062215	BEDFORD FAIR LIFESTYLES
Registration Number:	3092294	BEDFORD FAIR SHOESTYLES
Registration Number:	2991988	BFA CLASSICS
Registration Number:	3273859	BFA CLASSICS
Registration Number:	3019960	CLOTHES THAT DO MORE FOR LESS
Registration Number:	3243509	FOR ALL YOU ARE
Registration Number:	3193041	WILLOW RIDGE
Registration Number:	3274113	WILLOW RIDGE
Registration Number:	2639135	GOLD VIOLIN
Registration Number:	2653990	GOLD VIOLIN
Registration Number:	2519292	GOLD VIOLIN
Registration Number:	3341330	GOLD VIOLIN HELPFUL PRODUCTS FOR INDEPENDENT LIVING
Registration Number:	1734064	LINEN SOURCE
Registration Number:	2350247	LINEN SOURCE SOFT SUEDES
Registration Number:	2578026	LINENSOURCE
Registration Number:	3611841	LINENSOURCE ONE DESTINATION. ENDLESS POSSIBILITIES.
Registration Number:	0816640	"KICKS" BY WILROY
Registration Number:	1165943	BROWNSTONE STUDIO
Registration Number:	0989000	BROWNSTONE STUDIO
Registration Number:	3115587	BROWNSTONE WOMAN

Registration Number:	1186245	INTIME
Registration Number:	1554789	LEW MAGRAM
Registration Number:	2886697	RUNWAY FASHIONS AT RUNAWAY PRICES
Registration Number:	0925944	WILROY
Registration Number:	0802301	WILROY
Registration Number:	2823666	WHATEVER IT TAKES
Registration Number:	3213272	MONTEREY BAY FOOTWEAR
Registration Number:	2428122	SPA GEAR
Registration Number:	2966236	MONTEREY BAY CLOTHING COMPANY

**CORRESPONDENCE DATA**

Fax Number: (214)981-3400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 214-981-3483  
Email: dclark@sidley.com  
Correspondent Name: Dusan Clark, Esq.  
Address Line 1: Sidley Austin LLP  
Address Line 2: 717 N. Harwood St., Suite 3400  
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	50537-30020
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	10/12/2010

**Total Attachments: 17**  
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NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT IN TRADEMARKS

This **NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT IN TRADEMARKS** (this "Notice") is executed as of October 1, 2010, by and among HABAND COMPANY LLC (f/k/a HABAND COMPANY, INC.), a Delaware limited liability company ("Haband"), JOHNNY APPLESEED'S, INC., a Massachusetts corporation (the "JAI"), NORM THOMPSON OUTFITTERS, INC., an Oregon corporation ("NTO"), ARIZONA MAIL ORDER COMPANY, INC., a Delaware limited liability company ("AMO"), LINEN SOURCE ACQUISITION LLC, a Delaware limited liability company ("LSA"), WINTERSILKS, LLC, a Florida limited liability company ("Winter"), GOLD VIOLIN LLC ("Gold"), a Delaware limited liability company, and DRAPER & DAMON'S LLC, a California limited liability company ("DDI" and together with Haband, JAI, AMO, LSA, Winter, Gold and NTO the "Pledgors," and each, a "Pledgor"), AMERICAN CAPITAL LTD., as the existing administrative agent (the "Existing Administrative Agent") under the Credit Agreement referred to below, and WILMINGTON TRUST FSB, as the successor administrative agent to the Credit Agreement referred to below (in such capacity, together with its successors and assigns, if any, in such capacity, "Administrative Agent").

W I T N E S S E T H

WHEREAS, the Pledgors, certain of the domestic Affiliates of the Pledgors, the Lenders party thereto and the Existing Administrative Agent are currently party to that certain Credit Agreement dated as of April 30, 2007 (as amended, restated, supplemented or otherwise modified prior to the date hereof, the "Credit Agreement"; capitalized terms used but not defined herein shall have the meaning ascribed to them in the Credit Agreement).

WHEREAS, the Pledgors, certain of the domestic Affiliates of the Pledgors, and the Existing Administrative Agent are currently parties to that certain Security Agreement dated as of April 30, 2007 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which the Pledgors and the Existing Administrative Agent entered into certain Trademark Security Agreements in which the Pledgors granted a security interest in their trademarks (the "Trademarks").

WHEREAS, pursuant to Section 9.06 of the Credit Agreement (i) the Existing Administrative Agent has resigned and (ii) the Required Lenders, with the consent of the Borrowers, have selected the Administrative Agent to succeed as Administrative Agent under the Loan Documents;

WHEREAS, the Administrative Agent desires to accept its appointment as Administrative Agent under the Loan Documents;

WHEREAS, the Existing Administrative Agent is executing this Notice for the purpose of giving notice of the transfer of its right, title, and interest in the Collateral to the Administrative Agent pursuant to the Credit Agreement.




NOW, THEREFORE, the Existing Administrative Agent hereby gives notice that it has transferred and conveyed to the Administrative Agent as set forth in the Credit Amendment all of its right, title and interest, in and to the Collateral related to the Trademarks, described on Schedule A attached hereto. The Pledgors acknowledge their liabilities and obligations detailed in the Security Agreement and consent to the change in administrative agents.

Execution in Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of this Notice by facsimile shall be effective as delivery of a manually executed counterpart of this Notice.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Existing Administrative Agent has caused this Notice to be duly executed by its duly authorized officer or representative as of the day and year first above written.


AMERICAN CAPITAL LTD., as Existing  
Administrative Agent

By:   
Name: Mike Ekiel  
Title: Vice President

Signature Page to Notice of Agent Substitution in Trademarks

**TRADEMARK**  
**REEL: 004294 FRAME: 0675**

**WILMINGTON TRUST FSB, as successor  
Administrative Agent**

By:   
Name: Jared Grunig  
Title: Assistant Vice President

**HABAND COMPANY LLC,**  
as a Pledgor

By:   
Name: T. Neale Attenborough

Title: Treasurer

**JOHNNY APPLESEED'S, INC.,**  
as a Pledgor

By:   
Name: T. Neale Attenborough

Title: Chief Executive Officer

**NORM THOMPSON OUTFITTERS, INC.,**  
as a Pledgor

By:   
Name: T. Neale Attenborough

Title: Chief Executive Officer

**DRAPER & DAMON'S LLC,**  
as a Pledgor

By:   
Name: T. Neale Attenborough

Title: President

**LINEN SOURCE ACQUISITION LLC,**  
as a Pledgor

By:   
Name: T. Neale Attenborough

Title: Chief Executive Officer

ARIZONA MAIL ORDER COMPANY,  
INC.,

as a Pledgor

By: 

Name: T. Neale Attenborough

Title: Chief Executive Officer

WINTERSILKS, LLC,

as a Pledgor

By: 

Name: T. Neale Attenborough

Title: Chief Executive Officer

GOLD VIOLIN LLC,

as a Pledgor

By: 

Name: T. Neale Attenborough

Title: President

**Schedule A**  
**to**  
**Notice Of Substitution Of Administrative Agent In Trademarks**

[Attached]

**Haband Company, Inc. Trademarks**



<b>Trademark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>	<b>Registration No.</b>	<b>Issue Date</b>	<b>Status</b>	<b>Owner</b>
ADJUST-O-PEDIC	76527698	7/2/03	2907808	12/7/04	Registered	Haband Company, Inc.
ADRIAN DELAFIELD	75897003	1/13/00	2457019	6/5/01	Registered	Haband Company, Inc.
AMERICAN SWEETHEART	74271881	5/4/92	1797101	10/5/93	Renewed	Haband Company, Inc.
CASUAL JOE	75896701	1/13/00	2457017	6/5/01	Registered	Haband Company, Inc.
DUKE	75716806	5/28/99	--	--	Pending	Haband Company, Inc.
DUKE BELTED CHINOS	75759285	7/22/99	--	--	Pending	Haband Company, Inc.
EXECUTIVE DIVISION	75896702	1/13/00	2494007	10/2/01	Registered	Haband Company, Inc.
HABAND	76357469	1/14/02	2712960	5/6/03	Registered	Haband Company, Inc.
HABAND TRAVELERS	75896703	1/13/00	2535540	2/5/02	Registered	Haband Company, Inc.
HEALTHRITE	76596792	6/14/04	3101303	6/6/06	Registered	Haband Company, Inc.
JACK FROST	75897002	1/13/00	2622820	9/24/02	Registered	Haband Company, Inc.
STAG HILL	75896700	1/13/00	2457016	6/5/01	Registered	Haband Company, Inc.

**Johnny Appleseed's, Inc. Trademarks**

<b>Trademark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>	<b>Registration No.</b>	<b>Issue Date</b>	<b>Status</b>	<b>Owner</b>
APPLESEED'S	74303455	8/12/92	1771355	5/18/93	Registered	Johnny Appleseed's, Inc.
APPLESEED'S	74333322	11/23/92	1809067	12/7/93	Registered	Johnny Appleseed's, Inc.
BRIGHT IDEA	76250318	5/2/01	2644241	10/29/02	Registered	Johnny Appleseed's, Inc.
Design Only	72367296	8/6/70	0941094	8/15/72	Registered	Johnny Appleseed's, Inc.
HAYMAKER	74318369	9/28/92	1773058	5/25/93	Registered	Johnny Appleseed's, Inc.
JOHNNY APPLESEED'S	72367139	8/5/70	0921309	9/28/71	Registered	Johnny Appleseed's, Inc.
JOHNNY APPLESEED'S	72139756	3/13/62	0756119	9/3/63	Registered	Johnny Appleseed's, Inc.
LESTER SQUARE	75364838	9/29/97	2203937	11/17/98	Registered	Johnny Appleseed's, Inc.
LOMBARDI	75856628	11/24/99	2523614	12/25/01	Registered	Johnny Appleseed's, Inc.
THE TOG SHOP	74318388	9/28/92	1910140	8/8/95	Registered	Johnny Appleseed's, Inc.
THE TOG SHOP	76339685	11/20/01	2777318	10/28/03	Registered	Johnny Appleseed's, Inc.



**Norm Thomson Outfitters, Inc. Trademarks**

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
A WORLD OF UNFORGETTABLE GIFTS	76069582	06/13/00	2533750	01/29/02	Registered	Norm Thomson Outfitters, Inc.
ALWAYS-FIT	74391242	05/17/93	1915012	08/29/95	Registered	Norm Thomson Outfitters, Inc.
AUTO-SIZER	74802278	05/17/93	1924709	10/03/95	Registered	Norm Thomson Outfitters, Inc.
AUTO-SIZER	74391243	05/17/93	2130811	01/20/98	Registered	Norm Thomson Outfitters, Inc.
CITY EXPRESS	75892180	01/07/00	2406381	11/21/00	Registered	Norm Thomson Outfitters, Inc.
DEER-MOCS	71653119	09/14/53	611238	08/23/55	Registered Supplemental Register	Norm Thomson Outfitters, Inc.
DEPARTURE	72317616	01/27/69	0879325	10/28/69	Registered	Norm Thomson Outfitters, Inc.
DEPARTURES	74647880	03/17/95	1976238	05/28/96	Registered	Norm Thomson Outfitters, Inc.
Design Only - Old Man Winter 	73195388	12/04/78	1189696	02/16/82	Registered	Norm Thomson Outfitters, Inc.
Design Only - Ram 	75290594	05/12/97	2139253	02/24/98	Registered	Norm Thomson Outfitters, Inc.
EARLY WINTERS	73318776	07/13/81	1204997	08/10/82	Registered	Norm Thomson Outfitters, Inc.
EARLY WINTERS	73194311	11/22/78	1143074	12/16/80	Registered	Norm Thomson Outfitters, Inc.
ESCAPE FROM THE ORDINARY	72390844	04/30/71	0946841	11/07/72	Registered	Norm Thomson Outfitters, Inc.
ESCAPE FROM THE ORDINARY	73404671	12/03/82	1284733	07/03/84	Registered	Norm Thomson Outfitters, Inc.
FLY RIGHT	75814946	10/05/99	2567994	05/07/02	Registered	Norm Thomson Outfitters, Inc.
FLY RIGHT	75980635	10/05/99	2491496	09/18/01	Registered	Norm Thomson Outfitters, Inc.
FREQUENT FLYER	74592966	10/31/94	1923811	10/03/95	Registered	Norm Thomson Outfitters, Inc.
FURNACE SHIRT	74259147	03/26/92	1811578	12/14/93	Registered	Norm Thomson Outfitters, Inc.
GETTING OFF THE BEATEN PATH	77048617	11/21/06			Pending	Norm Thomson Outfitters, Inc.
LIGHTNING BUG	73265673	06/09/80	1168264	09/08/81	Registered	Norm Thomson

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
						Outfitters, Inc.
MILE MATES	78095548	11/28/01	2645893	11/05/02	Registered	Norm Thomson Outfitters, Inc.
NORM THOMPSON	73249574	02/11/80	1224105	01/18/83	Registered	Norm Thomson Outfitters, Inc.
NORM THOMPSON	73382473	08/30/82	1348672	07/09/85	Registered	Norm Thomson Outfitters, Inc.
NORTHERN STRETCH	74403893	06/15/93	1905044	07/11/95	Registered	Norm Thomson Outfitters, Inc.
PANAMA CRUSHER	73265674	06/09/80	1183893	12/29/81	Registered	Norm Thomson Outfitters, Inc.
PERFECT-FIT	78318795	10/27/03	2941000	04/12/05	Registered Supplemental Register	Norm Thomson Outfitters, Inc.
PRODUCTS THAT MAKE LIFE EASIER	76338287	11/14/01			Pending	Norm Thomson Outfitters, Inc.
RESERVE HARVEST	74800670	11/16/89	1753081	02/16/93	Registered	Norm Thomson Outfitters, Inc.
SAHALIE	78306912	09/29/03			Published	Norm Thomson Outfitters, Inc.
SAVE YOUR BACK	75868242	12/08/99	2462813	06/19/01	Registered	Norm Thomson Outfitters, Inc.
SCOZIES	75892183	01/07/00	2477530	08/14/01	Registered	Norm Thomson Outfitters, Inc.
SHEEPKINS	75290595	05/12/97	2229572	03/02/99	Registered	Norm Thomson Outfitters, Inc.
SHIKARI	75326211	07/17/97	2180573	08/11/98	Registered	Norm Thomson Outfitters, Inc.
SLUMBER SOCKS	75892182	1/7/00	2415818	12/26/00	Registered	Norm Thomson Outfitters, Inc.
SOLTEX	75813468	10/01/99	2357806	06/13/00	Registered	Norm Thomson Outfitters, Inc.
SOLUTIONS	75501536	06/12/98	2369890	07/25/00	Registered	Norm Thomson Outfitters, Inc.
SOLUTIONS	73591350	04/03/86	1444563	06/23/87	Registered	Norm Thomson Outfitters, Inc.
THE PRIMARY LAYER	73806146	06/12/89	1580795	01/30/90	Registered	Norm Thomson Outfitters, Inc.
TRAVELER'S SUEDE	75892181	01/07/00	2537693	02/12/02	Registered	Norm Thomson Outfitters, Inc.
WATERFRONT LIVING	76262301	05/23/01	2614820	09/03/02	Registered	Norm Thomson Outfitters, Inc.
ZIP DRY	75813469	10/01/99	2516310	12/11/01	Registered	Norm Thomson Outfitters, Inc.

**Draper's & Damon's Inc. Trademarks**

<b>Trademark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>	<b>Registration No.</b>	<b>Issue Date</b>	<b>Status</b>	<b>Owner</b>
CLASSIC COMFORT	78270022	7/2/03	2877447	8/24/04	Registered	Draper's & Damon's Inc.
D & D	75696012	5/3/99	2456703	5/5/01	Registered	Draper's & Damon's Inc.
D&D	75696013	5/3/99	2456704	5/5/01	Registered	Draper's & Damon's Inc.
DD	78371377	2/20/04	3056392	1/31/06	Registered	Draper's & Damon's Inc.
DD	78371401	2/20/04	3038382	1/3/06	Registered	Draper's & Damon's Inc.
DRAPER'S & DAMON'S	75640364	2/12/99	2346876	5/2/00	Registered	Draper's & Damon's Inc.
DRAPER'S & DAMON'S	78371352	2/20/04	3036662	12/27/05	Registered	Draper's & Damon's Inc.
DRAPER'S ESSENTIALS	78413396	5/5/04	--	--	Pending ITU	Draper's & Damon's Inc.
DRAPER'S STUDIO	78193608	12/11/02	2766953	9/23/03	Registered	Draper's & Damon's Inc.
FOREVERFRIENDS	78433252	6/10/04	--	--	Pending ITU	Draper's & Damon's Inc.
RED BUTTON	78294089	8/29/03	2891338	10/5/04	Registered	Draper's & Damon's Inc.
RED BUTTON	78294113	8/29/03	2901717	11/9/04	Registered	Draper's & Damon's Inc.
SIGNATURE KNITS	78512989	11/8/04	3136949	8/29/06	Registered	Draper's & Damon's Inc.
WEB ONLY	78294099	8/29/03	2877618	8/24/04	Registered	Draper's & Damon's Inc.

**Blair Corporation Trademarks**

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
220 HICKORY	76030466	4/20/00	2684215	2/4/03	Registered	Blair Corporation
220 HICKORY	76030185	4/20/00	2564412	4/23/02	Registered	Blair Corporation
ADJUST-A-BAND	76351903	12/21/01	2793723	12/16/03	Registered	Blair Corporation
ADVENTURERS' CLUB	75255788	3/11/97	2336999	4/4/00	Registered	Blair Corporation
ALLEGHENY TRAIL	73658669	5/4/87	1477803	2/23/88	Registered	Blair Corporation
ALLEGHENY WOODLANDS RESEARCH GROUP, INC.	75665449	3/22/99	2403467	11/14/00	Registered	Blair Corporation
BLAIR	73402356	11/12/82	1283914	6/26/84	Registered Supplemental Register	Blair Holdings, Inc.
BLAIR	75008109	10/20/95	2134847	2/3/98	Registered	Blair Corporation
BLAIR	75028617	12/6/95	2008690	10/15/96	Registered	Blair Holdings, Inc.
BLAIR	75097096	5/1/96	2061091	5/13/97	Registered / Reinstated	Blair Holdings, Inc.
BLAIR	74031929	2/23/90	1624256	11/20/90	Registered	Blair Holdings, Inc.
BLAIR	73780989	2/15/89	1563972	10/31/89	Registered	Blair Holdings, Inc.
BLAIR	73450549	10/31/83	1422914	12/30/86	Registered	Blair Holdings, Inc.
BLAIR	78617467	4/26/05			Pending.	Blair Holdings, Inc.
BLAIR	77058143	12/6/06			Pending	Blair Holdings, Inc.
BLAIR BOUTIQUE	74013171	12/22/89	1626066	12/4/90	Registered	Blair Holdings, Inc.
BLAIR DELMONICO	76510924	5/1/03	2894537	10/19/04	Registered	Blair Holdings, Inc.
BLAIRCREDITSERVICES.COM	78842707	3/21/06			Pending	Blair Holdings, Inc.
BLAIRGUARD	73073546	1/7/76	1051930	11/2/76	Registered	Blair Holdings, Inc.
BLAIR-PLUS	74053658	4/27/90	1636210	2/26/91	Registered	Blair Holdings, Inc.
BLAIR-SUEDE	73658670	5/4/87	1542603	6/6/89	Registered	Blair Holdings, Inc.
COMFORT EASE	74514149	4/19/94	1893194	5/9/95	Registered	Blair Corporation
CROSSING POINTE	76124741	9/7/00	2727655	6/17/03	Registered	Blair Corporation
ELISABETH WILLIAMS	73813427	7/19/89	1582710	2/13/90	Registered	Blair Holdings, Inc.
IMPROVED LIVING	73732092	6/2/88	1584039	2/20/90	Registered	Blair Holdings, Inc.
IMPROVED LIVING	73738785	7/8/88	1543353	6/13/89	Registered	Blair Holdings, Inc.

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
IRVINE PARK	73781458	2/17/89	1558163	9/26/89	Registered	Blair Corporation
JB	72363565	6/24/70	0924751	11/30/71	Registered	Blair Corporation
JOHN BLAIR	72381037	1/14/71	0930561	3/7/72	Registered	Blair Holdings, Inc.
JOHN BLAIR	72362270	6/10/70	0910968	4/6/71	Registered	Blair Holdings, Inc.
JOHN BLAIR	72200200	8/19/64	0790047	5/25/65	Registered	Blair Holdings, Inc.
LADY BLAIR	73552497	8/8/85	1429299	2/17/87	Registered	Blair Holdings, Inc.
NPC	72289415	1/23/68	0854692	8/13/68	Registered	Blair Corporation
NPC	72229543	10/7/65	0814574	9/6/66	Registered	Blair Corporation
PERSONAL CHOICE	73525941	3/8/85	1360765	9/17/85	Registered	Blair Holdings, Inc.
SCANDIA WOODS	73658667	5/4/87	1656300	9/10/91	Registered	Blair Corporation
SILHOUETTE SLIMMER	74457519	11/12/93	1991573	8/6/96	Registered	Blair Corporation
STIK-TITE	74573523	9/14/94	2010722	10/22/96	Registered	Blair Corporation
STONYBROOK	74012298	12/19/89	1615823	10/2/90	Registered	Blair Corporation
THE NOTEBOOK	73586396	3/6/86	1415984	11/4/86	Registered	Blair Corporation
TODAY'S KITCHEN	75726934	6/10/99	2447437	5/1/01	Registered	Blair Corporation
TOTALLY TOPS	75534135	8/7/98	2621668	9/17/02	Registered	Blair Corporation
TROPICOOOL	73658671	5/4/87	1469163	12/15/87	Registered	Blair Corporation

Mark	Ser. No./Reg. No.	Status	Owner
Ambassador	1126618	Registered	Arizona Mail Order Company, Inc.
Baroness De Wayne	1966945	Registered	Arizona Mail Order Company, Inc.
Coordinates by Vicki Wayne	3667359	Registered	Arizona Mail Order Company, Inc.
Coordinates by Vicki Wayne	3489860	Registered	Arizona Mail Order Company, Inc.
Coward	2970745	Registered	Arizona Mail Order Company, Inc.
Coward	73661	Registered	Arizona Mail Order Company, Inc.
Dancing Dolls	3694253	Registered	Arizona Mail Order Company, Inc.
David Calais	2214562	Registered	Arizona Mail Order Company, Inc.
Dry Dock by Serbin and Design	885089	Registered	Arizona Mail Order Company, Inc.
Essentials by Vicki Wayne	3478146	Registered	Arizona Mail Order Company, Inc.
Essentials by Vicki Wayne	3667358	Registered	Arizona Mail Order Company, Inc.
Heavenly Comfort	1370230	Registered	Arizona Mail Order Company, Inc.
Intimate Appeal	2973895	Registered	Arizona Mail Order Company, Inc.
Intimate Appeal	1680348	Registered	Arizona Mail Order Company, Inc.
Judy Bond	3482356	Registered	Arizona Mail Order Company, Inc.
Lady "A"	1168377	Registered	Arizona Mail Order Company, Inc.
Lady Ambassador	1180174	Registered	Arizona Mail Order Company, Inc.
Mark Reed	1435705	Registered	Arizona Mail Order Company, Inc.
Nancy's Choice	1202124	Registered	Arizona Mail Order Company, Inc.
Old Pueblo Traders	2991919	Registered	Arizona Mail Order Company, Inc.
Old Pueblo Traders	1336664	Registered	Arizona Mail Order Company, Inc.
Old Pueblo Traders at Home	77359917	Pending	Arizona Mail Order Company, Inc.
Old Pueblo Traders Vicki Wayne's	1342544	Registered	Arizona Mail Order Company, Inc.
Regalia	1649648	Registered	Arizona Mail Order Company, Inc.
Serbin Sport	1503096	Registered	Arizona Mail Order Company, Inc.

TRADEMARK

REEL: 004294 FRAME: 0687

Mark	Ser. No./Reg. No.	Status	Owner
Serbin <i>and Design</i>	606130	Registered	Arizona Mail Order Company, Inc.
Serendipity	1133650	Registered	Arizona Mail Order Company, Inc.
Shop the Bay	3508463	Registered	Arizona Mail Order Company, Inc.
Shop the Bay.com	3511824	Registered	Arizona Mail Order Company, Inc.
Signature Collection by Vicki Wayne	3321356	Registered	Arizona Mail Order Company, Inc.
Signature Collection by Vicki Wayne	3547992	Registered	Arizona Mail Order Company, Inc.
Smart Fit	3546229	Registered	Arizona Mail Order Company, Inc.
Studio Series by Vicki Wayne	3478147	Registered	Arizona Mail Order Company, Inc.
The Fashion Specialists	3097394	Registered	Arizona Mail Order Company, Inc.
Tumbleweeds	3019664	Registered	Arizona Mail Order Company, Inc.
Unique Petite	1499030	Registered	Arizona Mail Order Company, Inc.
Value Showcase	1556819	Registered	Arizona Mail Order Company, Inc.
Vicki Blue	3469546	Registered	Arizona Mail Order Company, Inc.
Vicki Wayne	3373165	Registered	Arizona Mail Order Company, Inc.
Vicki Wayne	3393331	Registered	Arizona Mail Order Company, Inc.
Vicki Wayne's	2055472	Registered	Arizona Mail Order Company, Inc.
Vicki Wayne's	1336665	Registered	Arizona Mail Order Company, Inc.
Bedford Fair	3013102	Registered	Bedford Fair Apparel, Inc.
Bedford Fair Apparel	3125637	Registered	Bedford Fair Apparel, Inc.
Bedford Fair at Home	77360104	Pending	Bedford Fair Apparel, Inc.
Bedford Fair Lifestyles	3062216	Registered	Bedford Fair Apparel, Inc.
Bedford Fair Lifestyles	3062215	Registered	Bedford Fair Apparel, Inc.
Bedford Fair Shoestyles	3092294	Registered	Bedford Fair Apparel, Inc.
BFA Classics	2991988	Registered	Bedford Fair Apparel, Inc.
BFA Classics	3273859	Registered	Bedford Fair Apparel, Inc.
Clothes That Do More for Less	3019960	Registered	Bedford Fair Apparel, Inc.
For All You Are	3243509	Registered	Bedford Fair Apparel, Inc.

Mark	Ser. No./Reg. No.	Status	Owner
Willow Ridge	3193041	Registered	Bedford Fair Apparel, Inc.
Willow Ridge	3274113	Registered	Bedford Fair Apparel, Inc.
Gold Violin	2639135	Registered	Gold Violin, LLC
Gold Violin	2653990	Registered	Gold Violin, LLC
Gold Violin	2519292	Registered	Gold Violin, LLC
Gold Violin Helpful Products for Independent Living	3341330	Registered	Gold Violin, LLC
Linen Source	1734064	Registered	Linen Source Acquisition LLC
Linen Source Soft Suedes	2350247	Registered	Linen Source Acquisition LLC
Linen Source	2578026	Registered	Linen Source Acquisition LLC
Linen Source One Destination. Endless Possibilities.	3611841	Registered	Linen Source Acquisition LLC
"Kicks" by Wilroy	816640	Registered	LM&B Catalog, Inc.
Brownstone Studio	1165943	Registered	LM&B Catalog, Inc.
Brownstone Studio	989000	Registered	LM&B Catalog, Inc.
Brownstone Woman	3115587	Registered	LM&B Catalog, Inc.
Intime	1186245	Registered	LM&B Catalog, Inc.
Low Magram	1554789	Registered	LM&B Catalog, Inc.
Runway Fashions at Runaway Prices	2886697	Registered	LM&B Catalog, Inc.
Wilroy	925944	Registered	LM&B Catalog, Inc.
Wilroy	802301	Registered	LM&B Catalog, Inc.
Whatever it Takes	2823666	Registered	Monterey Bay Clothing Company, Inc.
Monterey Bay Footwear and Design	3213272	Registered	Monterey Bay Clothing Company, Inc.
Spa Gear	2428122	Registered	Monterey Bay Clothing Company, Inc.
Monterey Bay Clothing Company	2966236	Registered	Monterey Bay Clothing Company, Inc.

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