

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Purchase Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harold's Stores, Inc.		01/09/2009	CORPORATION: OKLAHOMA
RECEIVING PARTY DATA			
Name:	Global Brand Group, LLC		
Composed Of:	COMPOSED OF Branded, LLC and Gordon Brothers Brands, LLC		
Street Address:	101 Huntington Avenue, 10th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02199		
Entity Type:	JOINT VENTURE: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1738741	HAROLD'S	
CORRESPONDENCE DATA			
Fax Number:	(405)228-7306		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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:	1942.2		
NAME OF SUBMITTER:	Anthony L. Rahhal		
Signature:	/Anthony L. Rahhal/		

900188747

**TRADEMARK
 REEL: 004517 FRAME: 0762**

CH \$40.00 1738741

Date:

04/07/2011

Total Attachments: 20

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PURCHASE AGREEMENT

This Purchase Agreement (the "Agreement"), dated January 8, 2009, is by and between Harold's Stores, Inc., Harold's Financial Corporation, Harold's Direct Inc., Harold's Stores of Texas, L.P., Harold's of Jackson, Inc., (collectively "Seller"), having a principal business address at 5919 Maple Ave., Dallas, TX 75235 and a Joint Venture Composed of Branded, LLC and Gordon Brothers Brands, LLC¹ (collectively, "Buyer"), having a principal business address at 3333 Lee Parkway Sixth Floor, Dallas, Texas 75219.

Recitals:

WHEREAS, Seller filed cases under chapter 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Western District of Oklahoma (the "Bankruptcy Court") on November 7, 2008, jointly administered under Case No. 08-15027;

WHEREAS, Seller is the owner of the Intellectual Property Assets as represented by Sellers in Schedule 5.16 provided by Seller to Buyer a copy of which is attached to this Agreement, as well as the Internet Uniform Resource Locator web addresses associated to each trademark, as well as all associated marketing materials including digital images, internet archives, catalog archives, physical artwork archives, as well as finished goods samples, and other such information and materials, as well as the goodwill of the business symbolized thereby, the related trade dress and certain common law rights in the trademarks (collectively, the "IP Assets");

WHEREAS, Seller desires to sell, transfer and assign to Buyer its entire right, title and interest in and to the IP Assets;

WHEREAS, Buyer desires to buy Seller's entire right, title and interest in and to the IP Assets;

WHEREAS, Buyer was the successful bidder at an auction conducted by Seller on January 6, 2009.

NOW, THEREFORE, for the consideration set forth herein, the parties agree as follows:

Sale and Purchase of IP Assets.

¹ Gordon Brothers Brands, LLC is an affiliate of Gordon Brothers Retail Partners, LLC ("GBRP"). On December 1, 2008, the Bankruptcy Court entered a Final Order Pursuant to §§ 363 and 365 of the Bankruptcy Code Authorizing Continuation of Debtors' Liquidation Sale, Assumption of Agency Agreement with Gordon Brothers Retail Partners, LLC and Related Relief, pursuant to which the Agency Agreement between GBRP and Seller dated November 6, 2008 was approved. GBRP is presently conducting going out of business sales at the Seller's retail locations as the Seller's exclusive agent under the Agency Agreement.

1. Purchase Price. The purchase price to be paid for the IP Assets will be USD Thirty Five Thousand (\$85,000.00) (the "Purchase Price"). The Purchase Price shall be paid in cash or by wire transfer of immediately available funds pursuant to written instructions of Seller to be delivered to Buyer on or before the Closing Date.

2. Buyer Representations and Warranties. Subject to Bankruptcy Court approval of this Agreement, Buyer has the right and power to enter into this Agreement and consummate the transactions contemplated herein and transfer the IP Assets to Buyer free and clear of any and all liens, claims, encumbrances and/or other interests.

3. Transfer Rights. At Closing, Seller shall sell, grant, transfer, assign, and convey to Buyer, its successors and assigns, the entire right, title, interest, ownership and all subsidiary rights in and to the IP Assets together with the goodwill of the business symbolized by the IP Assets, including the right to apply for, receive registrations and otherwise secure and maintain protections for the Trademarks in Buyer's name (or in the name of any of its successors-in-interest) as claimant anywhere in the world.

4. Grant of Limited License. Effective upon the Closing of this Agreement and transfer of the IP Assets to Buyer, Buyer grants to RonHow LLC, at no cost to RonHow LLC, the non-exclusive right to use the Trademarks conveyed to Buyer pursuant to this Agreement for a period of two years for the sole and limited purpose of the collection and servicing of the accounts receivable purchased by RonHow LLC from Sellers. This limited license shall inure to the benefit of RonHow LLC and any of its successors and assigns, who are expressly designated as third party beneficiaries of this grant of non-exclusive limited license as provided in this paragraph.

5. Waiver of Rights. At Closing, Seller shall waive all rights to the IP Assets and shall retain no rights in the IP Assets.

6. Cooperation. Following the Closing, Seller agrees to cooperate, at Buyer's expense, as reasonably necessary to protect Buyer's right, title and interest in the IP Assets and to execute any documents that might be reasonably necessary to perfect Buyer's ownership of the Trademarks and registration or transfer of the same, including executing Assignment Agreements.

7. Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto; this Agreement supersedes any prior oral or written agreement or understanding between the parties;

8. Severability. If any term or condition of this Agreement or the application thereof to any entity or circumstances shall, to any extent, be declared invalid or unenforceable, neither the remainder of this Agreement nor the application of such term or condition to any other entity or circumstance shall be affected thereby, and each remaining term and condition of this Agreement shall be valid and enforceable to the fullest extent permitted by law.

9. Bankruptcy Court Approval. This Agreement, and Buyer's obligation to close hereunder, shall be subject to final approval of the Bankruptcy Court pursuant to a final order satisfactory to Buyer in Buyer's commercially reasonable discretion.

IN WITNESS WHEREOF, Seller and Buyer have executed this Purchase Agreement as of the date first written above.

SELLER:

HAROLD'S STORES, INC.

By: *Ronald Staffieri*
Name: Ronald Staffieri
Title: Chief Executive Officer

**HAROLD'S FINANCIAL
CORPORATION**

By: *Ronald Staffieri*
Name: Ronald Staffieri
Title: Chief Executive Officer

HAROLD'S DIRECT, INC.

By: *Ronald Staffieri*
Name: Ronald Staffieri
Title: Chief Executive Officer

HAROLD'S OF JACKSON, INC.

By: *Ronald Staffieri*
Name: Ronald Staffieri
Title: Chief Executive Officer

HAROLD'S STORES OF TEXAS, LP

By: HSTX, Inc., General Partner

By: *Ronald Staffieri*
Name: Ronald Staffieri
Title: Chief Executive Officer

Address for notices to Seller:

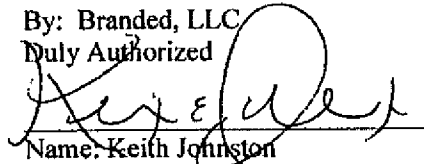
765 Asp Avenue
Norman, Oklahoma 73069

with a copy to:
Crowe & Dunlevy
20 North Broadway, Suite 1800
Oklahoma City, Oklahoma 73102
Attention: Judy Morse, Esq.
Fax No. (405) 272-5242

BUYER:

**A Joint Venture Composed of
Branded, LLC and Gordon Brothers
Brands, LLC**

By: Branded, LLC
Duly Authorized


Name: Keith Johnston
Title: Manager

1.08.09

Address for Notices to Buyer:

Keith Johnston
Branded Inc.
3333 Lee Parkway
Sixth Floor
Dallas, TX 75219

**SCHEDULE 5.16
INTELLECTUAL PROPERTY**

Harold' s Registered Artwork

<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>
Allan Thomas Fabric Designs #A-862T	VAU 499-707	19-Dec-00
Allan Thomas Fabric Designs #PP SL 908	VAU 499-705	19-Dec-00
Andrea Aranow #40	VAU 499-461	19-Dec-00
Anteprima 12545G	VAU 487-098	05-Sep-00
Anteprima 1574DO	VAU 487-097	05-Sep-00
Anteprima 19949SW	VAU 487-077	05-Sep-00
Anteprima 234530LO	VAU 487-071	05-Sep-00
Anteprima 2593LO	VAU 487-088	05-Sep-00
Anteprima 32637G	VAU 487-094	05-Sep-00
Anteprima 658DA	VAU 487-096	05-Sep-00
Anthea Davies #21457B	VAU 499-460	19-Dec-00
Babylon Border Whinston & Wright STEW 2076	VAU 480-271	12-Jul-00
Bangalore Embroidered Border- Amanda Kelly, LM1	VAU 480-275	12-Jul-00
Bermuda Forest- Amanda Kelly, BJ 73	VAU 480-274	12-Jul-00
Bernini #09-XX-21	VAU 499-703	19-Dec-00
Bernini 011PS	VAU 487-078	05-Sep-00
Bernini 012-XX-18	VAU 488-954	29-Mar-00
Bernini 01-XX-20	VAU 488-952	29-Mar-00
Bernini 02-M-3	VAU 488-964	29-Mar-00
Bernini 02-Q-18	VAU 488-955	29-Mar-00
Bernini 03-D-2	VAU 488-939	29-Mar-00
Bernini 03-XX-1	VAU 488-958	29-Mar-00
Bernini 04WW32	VAU 487-085	05-Sep-00
Bernini 3-CI-67-Q	VAU 488-951	29-Mar-00
Bernini H-G-I	VAU 488-953	29-Mar-00
Bernini L-SI	VAU 488-956	29-Mar-00
Best Buds- Elle2 206288B	VAU 487-103	05-Sep-00
Boggia - Prints Unlimited 19564	VAU 488-949	29-Mar-00
Claridge Paisley Robert Vernub C 660	VAU 480-269	12-Jul-00
Colorfield IA 360	VAU 487-087	05-Sep-00
Colorfield IA 388	VAU 487-081	05-Sep-00
Colorfield MA 1352	VAU 487-090	05-Sep-00
Contromoda CF-102496	VAU 487-084	05-Sep-00
Contromoda CL-102946	VAU 487-083	05-Sep-00
Contromoda CME-100969	VAU 487-831	05-Sep-00
Contromoda CR-104155	VAU 487-833	05-Sep-00
Creations Robert Vernet C 660	VAU 488-959	29-Mar-00
Creations Robert Vernet DD 8680	VAU 488-858	01-Mar-00
Creations Robert Vernet SYL 7750	VAU 485-169	07-Mar-00
Creations Robert Vernet X 8277	VAU 488-965	29-Mar-00
Creations- Robert Vernet, DD 9934	VAU 485-157	07-Mar-00
Cubist Revival The Style Council 3241	VAU 480-279	12-Jul-00

SCHEDULE 5.16
INTELLECTUAL PROPERTY

David Lee- Prints Unlimited SP 39/4212F	VAU 488-944	29-Mar-00
David Lee- Prints Unlimited, AD 961	VAU 488-940	29-Mar-00
David Lee- Prints Unlimited, FV 122H	VAU 488-945	29-Mar-00
Edmond Taylor DE 1598	VAU 487-067	05-Sep-00
Edmond Taylor DE 1603	VAU 487-086	05-Sep-00
Egg and Dart CGM 1050	VAU 487-059	05-Sep-00
Egg and Dart EO 53	VAU 487-107	05-Sep-00
Elle2 201304	VAU 488-946	29-Mar-00
Elle2 206049B	VAU 487-828	05-Sep-00
Elle2 206379B	VAU 487-070	05-Sep-00
European Textile Collection JM 261	VAU 499-702	19-Dec-00
European Textile Collection KM958	VAU 499-480	19-Dec-00
European Textile Collection SIMA 2380	VAU 499-479	19-Dec-00
Faro Design LDMV1957-20	VAU 499-478	19-Dec-00
Faro Design SOZ933-20	VAU 499-476	19-Dec-00
Flavio Z 100-1400	VAU 487-099	05-Sep-00
Flavio Z 100-14250	VAU 487-108	05-Sep-00
Flower Power- Amanda Kelly, LM 63	VAU 480-272	12-Jul-00
Formula Clare 1006	VAU 458-871	01-Mar-00
Formula Clare 1007	VAU 458-863	01-Mar-00
Formula Deb 18	VAU 485-142	07-Mar-00
Formula Deb 7137	VAU 458-866	01-Mar-00
Formula EC Scag	VAU 458-859	01-Mar-00
Gather No Moss #2048FY	VAU 499-708	19-Dec-00
Gather No Moss #2077BM	VAU 521-032	19-Dec-00
Gypsy Queen Mosaicque 197510A	VAU 480-264	12-Jul-00
Hampton Stripe- David Lee, FV 1594G	VAU 473-342	20-Apr-00
Helena Gavshon HKG 504	VAU 487-066	05-Sep-00
Helena Gavshon JA 2955	VAU 458-869	01-Mar-00
Helena Gavshon JA 3266	VAU 487-834	05-Sep-00
Helena Gavshon JA 3296	VAU 487-835	05-Sep-00
Helena Gavshon SFB 178	VAU 458-868	01-Mar-00
Helena Gavshon VP 786	VAU 458-872	01-Mar-00
Helena Gavshon VP 902	VAU 487-068	05-Sep-00
Helena Gavshon VP 905	VAU 487-065	05-Sep-00
Helena Gavshon VP 906	VAU 487-069	05-Sep-00
Hip to be Squire The Style Council EB32 91	VAU 480-278	12-Jul-00
In Design OX 563	VAU 487-106	05-Sep-00
In Design OX 663	VAU 488-276	05-Sep-00
In Design SL 1011	VAU 488-275	05-Sep-00
In Design SL 914	VAU 487-209	05-Sep-00
Kaleidoscope 200-892	VAU 487-075	05-Sep-00
Karen- Elle 2 220002B	VAU 467-621	03-Apr-00
Karen Moller #AD 2855	VAU 499-459	19-Dec-00

**SCHEDULE 5.16
INTELLECTUAL PROPERTY**

Karen Moller #AD 67320	VAU 499-458	19-Dec-00
Karen Moller #JS 2033	VAU 499-457	19-Dec-00
Kiosk JR 896	VAU 492-820	28-Apr-00
Kiosk JR 947	VAU 492-826	28-Apr-00
London Portfolio AM 1346	VAU 495-240	05-May-00
London Portfolio ANT 668	VAU 495-241	05-May-00
London Portfolio H.V. 1866	VAU 458-867	01-Mar-00
London Portfolio J.J. 1290	VAU 495-237	05-May-00
London Portfolio MC 354	VAU 495-242	05-May-00
London Portfolio VSJ 1319	VAU 495-239	05-May-00
London Portfolio VSJ 1334	VAU 495-238	05-May-00
Moda & Moda 28228	VAU 458-864	01-Mar-00
Moda & Moda 28239	VAU 458-862	01-Mar-00
Moda & Moda 28628	VAU 485-161	07-Mar-00
Moda & Moda 28679	VAU 488-947	29-Mar-00
Moda & Moda 29205	VAU 492-812	28-Apr-00
Moda & Moda 29253	VAU 492-814	28-Apr-00
Moda & Moda 29290	VAU 492-815	28-Apr-00
Moda & Moda 29298	VAU 492-816	28-Apr-00
Mosaique 1912329A	VAU 488-950	29-Mar-00
Mosaique 193505A Tommi	VAU 467-628	03-Apr-00
Mosaique 197143B Ashley	VAU 495-244	05-May-00
Navajo Beaded Border- Kaleidoscope Design Studio, 220 103	VAU 480-277	12-Jul-00
New Age BNAKG 54987	VAU 487-074	05-Sep-00
Old Town Embroidered Border- Kaleidoscope Design Studio, 220 092	VAU 480-273	12-Jul-00
Prints Unlimited 19501	VAU 488-961	29-Mar-00
Rowena Bristow AES 387	VAU 485-167	07-Mar-00
Rowena Bristow Associates AES 343	VAU 479-277	21-Jan-00
Rowena Bristow Associates JAT 1111	VAU 488-941	29-Mar-00
Rowena Bristow Associates Lara 90	VAU 479-279	21-Jan-00
Rowena Bristow Associates ML 91087	VAU 479-275	21-Jan-00
Rowena Bristow Associates MLE Gassick ML91087 Bohemian Border	VAU 467-643	03-Apr-00
Rowena Bristow Associates MLG Scallop	VAU 488-943	29-Mar-00
Rowena Bristow JAT 1002	VAU 485-149	07-Mar-00
Rowena Bristow JAT 1007	VAU 458-865	01-Mar-00
Rowena Bristow LAS 130	VAU 485-155	07-Mar-00
Rowena Bristow MLY 1171	VAU 485-156	07-Mar-00
Splash #1009706	VAU 499-469	19-Dec-00
Splash MK-6125	VAU 499-468	19-Dec-00
Splash MK-6126	VAU 499-467	19-Dec-00
Starburst- David Lee, AS 1383G	VAU 473-341	20-Apr-00
Strawberry Fields New Age NAC 900985	VAU 480-282	12-Jul-00
Studio Bernini 03-B-12	VAU 492-811	28-Apr-00
Studio Bernini 03-P-21	VAU 492-810	28-Apr-00

**SCHEDULE 5.16
INTELLECTUAL PROPERTY**

Studio Bernini 03-Q-6	VAU 492-818	28-Apr-00
Style Council - Yellow / Turquoise Dress	VAU 488-968	29-Mar-00
Tanuki #FT-29	VAU 499-463	19-Dec-00
Tanuki HS-334	VAU 487-076	05-Sep-00
Tanuki NJS-109	VAU 487-060	05-Sep-00
Tanuki TT-242	VAU 487-208	05-Sep-00
The Collection AH 6467	VAU 487-072	05-Sep-00
The Studio Group 18673	VAU 488-963	29-Mar-00
The Studio Group I 967/20 IV	VAU 487-827	05-Sep-00
The Studio Group V 1154/20 NAO	VAU 487-080	05-Sep-00
The Studio Group V 2804/20 DRA	VAU 487-082	05-Sep-00
The Studio Group V 3071/20 NIK	VAU 487-079	05-Sep-00
The Style Council #3241 ANN	VAU 499-466	19-Dec-00
The Style Council #EB 3291	VAU 499-465	19-Dec-00
The Style Council #EB 3296	VAU 521-033	19-Dec-00
The Style Council #EB 3398	VAU 499-709	19-Dec-00
The Style Council #FJS 9504	VAU 499-455	19-Dec-00
The Style Council #JEH 627	VAU 499-464	19-Dec-00
The Style Council EB 1713	VAU 487-061	05-Sep-00
The Style Council FJS 9116	VAU 487-772	05-Sep-00
The Style Council FJS 9227	VAU 487-105	05-Sep-00
Tom Cody EA 879	VAU 487-104	05-Sep-00
Unlimited LL 72	VAU 485-163	07-Mar-00
Unlimited LYN 1404	VAU 485-147	07-Mar-00
Unlimited LYN 1567	VAU 485-148	07-Mar-00
Unlimited NP 117	VAU 485-145	07-Mar-00
Unlimited NP 123	VAU 485-144	07-Mar-00
Unlimited ZI F731	VAU 485-146	07-Mar-00
Victorian Dream- Couleurs En Vogue, Suzanne 819	VAU 472-340	20-Apr-00
Westcott Design DB 202	VAU 488-966	29-Mar-00
Westcott Design L 9390	VAU 485-152	07-Mar-00
Whiston & Wright JOD 220	VAU 458-873	01-Mar-00
Whiston & Wright RCP 345	VAU 485-153	07-Mar-00
Whiston & Wright RCP 361	VAU 485-158	07-Mar-00
Whiston & Wright WB 1010	VAU 485-154	07-Mar-00
Whiston and Wright ST JV 9730	VAU 487-064	05-Sep-00
Whiston and Wright ST JV 9734	VAU 487-089	05-Sep-00
Whiston and Wright ST LR 1411	VAU 487-063	05-Sep-00
ZINC DC 0608B	VAU 458-861	01-Mar-00

SCHEDULE 5.16
INTELLECTUAL PROPERTY

Harold' s Registered Artwork

<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>
Allan Thomas Designs JEM 581	VAU 519-586	30-Aug-01
Allan Thomas GL 112	VAU 509-147	26-Feb-01
Allan Thomas GL 115	VAU 509-146	26-Feb-01
Allan Thomas SF 1902	VAU 509-145	26-Feb-01
Allan Thomas SF 1944	VAU 513-901	25-Apr-01
Amanda (Style Council TSC 650 KAT)	VAU 505-750	07-Mar-01
Amazon Floral- Colorfield J 2616	VAU 519-613	30-Aug-01
Animal Attraction- David Lee, LK 669G	VAU 505-747	07-Mar-01
Anthea Davies 19818 B	VAU 519-584	30-Aug-01
Anthea Davies 23567B	VAU 454-072	16-Apr-01
Anthea Davies 23590N	VAU 454-081	16-Apr-01
Anthea Davies 23983B	VAU 454-063	16-Apr-01
Anthea Davies 2661LW	VAU 454-090	16-Apr-01
Anthea Davies 6326LW	VAU 509-150	26-Feb-01
Anthea Davies 6333LW	VAU 509-149	26-Feb-01
Anthea Davies 6371LW	VAU 454-088	16-Apr-01
Anthea Davies 900LW	VAU 454-087	16-Apr-01
Antique Hydrangea- Docuswatch, 02-40	VAU 519-630	30-Aug-01
Arabesque- David Lee, NF-569G	VAU 525-410	01-May-01
Bacall's Bouquet- Karen Moller, AD 2855	VAU 527-601	06-Apr-01
Balinese Border- Flavio Z, 100-2092 S	VAU 519-641	30-Aug-01
Batik Lace- Flavio Z, 100-2089 S	VAU 519-640	30-Aug-01
Baxter Fawcett LF 4690	VAU 509-148	26-Feb-01
Bedford Paisley- Docuswatch	VAU 519-625	30-Aug-01
Bermuda Stripes- Helena Gavshon, JA 3537	VAU 519-619	30-Aug-01
Bernini 010-C-14	VAU 454-086	16-Apr-01
Bernini 011-P-20	VAU 454-078	16-Apr-01
Bernini 07-C-20	VAU 454-082	16-Apr-01
Bernini 1/1-P-21	VAU 454-062	16-Apr-01
Bernini 1/1-P-22	VAU 454-085	16-Apr-01
Blanket Stitch Plaid- Marilyn Kern, JR 9267	VAU 522-581	30-Aug-01
Blossom Burnout Border- Brewster, CW 2374	VAU 519-618	30-Aug-01
Bohemain Paisley Border- Docuswatch, HF 32	VAU 505-748	07-Mar-01
Botanical (Rowena Bristow 126/AES)	VAU 505-754	07-Mar-01
Boucle Paisley- Marilyn Kern, JK B311	VAU 519-590	30-Aug-01
Cajvan Paisley Bands- Flavio Z, 100-1839 S	VAU 519-638	30-Aug-01
Calico- Andrea Aranow Textile	VAU 519-585	30-Aug-01
Carisle Floral- Whinston & Wright, STJ9734	VAU 530-986	15-Oct-01
Cinema Paradisio- Faros Design, LPV 2960-20	VAU 527-603	06-Apr-01
Couleurs En Vogue G6S AS 6013	VAU 511-658	07-Feb-01
Country Bouquet- Brewster, 1W4 121	VAU 519-646	30-Aug-01

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INTELLECTUAL PROPERTY

Country Calico- Brewster, 1W4 123	VAU 519-647	30-Aug-01
Country Day Daisies- Docuswatch	VAU 519-624	30-Aug-01
Creations Robert Vernet BA 4632	VAU 511-657	07-Feb-01
Crimson Tides - Robert Vernet DD 8680	VAU 509-450	25-Apr-01
Crochet Rose- David Lee, LAK 202	VAU 519-608	30-Aug-01
Daffodil Garden- London Portfolio AS 4800	VAU 519-591	30-Aug-01
Dimitios, Animal Print Painting	VAU 509-152	26-Feb-01
Dimitios, Paisley Document	VAU 509-151	26-Feb-01
Docuswatch KSH	VAU 519-627	30-Aug-01
Doral Paisley- Flavio Z 100-1400	VAU 530-985	15-Oct-01
Doris Daisy- Allan Thomas, A-940T	VAU 527-604	06-Apr-01
Elena Floral- Group Four, CWM 422	VAU 519-604	30-Aug-01
Elle 2 2103101C	VAU 454-061	16-Apr-01
Elle 2 210744A	VAU 454-077	16-Apr-01
European Textile Collection JM 263	VAU 523-229	07-Feb-01
European Textile Collection JM 385	VAU 523-228	07-Feb-01
European Textile Collection LC 583	VAU 523-230	07-Feb-01
Fiji Floral- Groot & Co Designs, CO-0039	VAU 519-601	30-Aug-01
Flavio Z 1002063R	VAU 513-898	25-Apr-01
Flavio Z 1002124R	VAU 513-899	25-Apr-01
Flavio Z 5009622	VAU 513-897	25-Apr-01
Floral Applique-Rowena Bristow JAT 1074	VAU 525-414	01-May-01
Florentine- Dimitios, MT 32168	VAU 519-631	30-Aug-01
Flowerpatch Stars- Flavio Z, 100-633 S	VAU 519-600	30-Aug-01
Formula Clare 457	VAU 511-656	07-Feb-01
Formula SAM 24	VAU 511-655	07-Feb-01
Franci Embroidery- Group Four, CHRMR 330	VAU 519-603	30-Aug-01
Galaxy Dot-Mosaique 102501B	VAU 525-416	01-May-01
Gardengate Toile- Ilene Danchig, 8684-S	VAU 519-596	30-Aug-01
Gazebo Grid- Group Four, VDR 0156	VAU 531-207	16-Oct-01
Gilbey & Cheyne HFGE4	VAU 523-227	07-Feb-01
Gilbey & Cheyne LGCSXS	VAU 523-225	07-Feb-01
Gilbey & Cheyne LMO 457	VAU 523-226	07-Feb-01
Group Four NINI 1052	VAU 523-224	07-Feb-01
Group Four NINI 1068	VAU 523-222	07-Feb-01
Group Four NINI 1153	VAU 513-903	25-Apr-01
Group Four NINI 1155	VAU 513-902	25-Apr-01
Group Four NINI 1162	VAU 513-895	25-Apr-01
Group Four NINI 848	VAU 523-210	07-Feb-01
Group Four NINI 850	VAU 523-221	07-Feb-01
Group Four VMB 915	VAU 513-896	25-Apr-01
Guest Cottages- Anthea Davies 24069B	VAU 519-583	30-Aug-01
Heather- Helena Gavshon, VP 1157	VAU 519-598	30-Aug-01
Helena Gavshon JA2892	VAU 454-068	16-Apr-01

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Helena Gavshon JA3434	VAU 454-071	16-Apr-01
Helena Gavshon JA3438	VAU 454-079	16-Apr-01
Helena Gavshon JA3507	VAU 454-080	16-Apr-01
Henna Pattern- The Collection	VAU 519-570	30-Aug-01
India Filigree- Colorfield IA 1016	VAU 519-616	30-Aug-01
Island Getaway- Anthea Davies, 24316 B	VAU 519-580	30-Aug-01
Island Mums- European Textile Collection	VAU 519-622	30-Aug-01
Jacobean Crochet- Flavio Z, 100-60 T	VAU 519-599	30-Aug-01
JP Designs MAF 415	VAU 509-157	26-Feb-01
Karen Moller 55372	VAU 454-067	16-Apr-01
Karen Moller MAC MH 00980	VAU 523-220	07-Feb-01
Karen Moller SJ 432	VAU 454-045	16-Apr-01
Karen Moller SJ687	VAU 454-091	16-Apr-01
Karen Moller SJCH	VAU 454-092	16-Apr-01
Katmandu Patchwork- Anthea Davies, 6424LW	VAU 519-579	30-Aug-01
Kiosk JR 796	VAU 519-595	30-Aug-01
Knit 1 Ltd. 1AG-2Q	VAU 522-580	30-Aug-01
Knit 1 Ltd. 1AG-3Q	VAU 519-594	30-Aug-01
Kuba Deco- Colorfield, HL 2241	VAU 519-617	30-Aug-01
La Vita Loca- Anthea Davies, 24293 B	VAU 519-582	30-Aug-01
Lace Corsage- Flavio Z, 100-1768 S	VAU 519-637	30-Aug-01
Lace Ribbon Argyle- Marilyn Kern, JR4696	VAU 519-589	30-Aug-01
Lahaina Floral- Group Four, CWM 358	VAU 527-605	06-Apr-01
Lawford Geometric - The Style Council FJS 9504	VAU 525-418	25-Apr-01
Limoges (Studio Group 15479)	VAU 505-743	07-Mar-01
Loire Border Embroidery-Rowena Bristow LAS 123	VAU 525-415	01-May-01
London Portfolio 2200 188	VAU 454-049	04/16/2001
London Portfolio 300 430	VAU 454-058	16-Apr-01
London Portfolio 500 1579	VAU 454-052	16-Apr-01
London Portfolio 9000 140	VAU 454-046	04/16/2001
London Portfolio 9000 47	VAU 454-055	04/16/2001
London Portfolio H.V. 1897	VAU 511-854	07-Feb-01
Lorelai- European Textile Collection	VAU 519-621	30-Aug-01
Madder 1607	VAU 511-853	07-Feb-01
Madras Stripe Patchwork- Helena Gavshon, JA 2892	VAU 519-607	30-Aug-01
Marie- Helena Gavshon, 2320 RB	VAU 519-605	30-Aug-01
Marlo Dot- Bernini, 01-XX-20	VAU 525-417	01-May-01
Matsuda Mums- Marilyn Kern, LR-308B	VAU 519-587	30-Aug-01
Meadowbrook Floral- Anthea Davies, 6438LW	VAU 519-642	30-Aug-01
Moda & Moda 31077	VAU 454-068	16-Apr-01
Moda & Moda 31203	VAU 454-083	16-Apr-01
Moda & Moda 31407	VAU 454-060	16-Apr-01
Mosaique 104721 YA	VAU 454-047	16-Apr-01
Mosaique 104770 YA	VAU 454-057	16-Apr-01

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Mosaique 104828 YB	VAU 454-053	16-Apr-01
Mosaique 104832 YA	VAU 454-054	16-Apr-01
Mosaique 104903 YB	VAU 454-048	16-Apr-01
Mosaique 105025 YA	VAU 454-051	16-Apr-01
Mosaique 105053 YA	VAU 454-050	16-Apr-01
Mosaique 704529 YC	VAU 454-056	16-Apr-01
Nassau Floral - London Portfolio AS 200-2368	VAU 519-593	30-Aug-01
Obi Borders- Groot & Co Designs, CO-518	VAU 519-602	30-Aug-01
Orient Garden- Marilyn Kern, LR-244B	VAU 519-588	30-Aug-01
Paisley Party- Couleurs en Vogue CA-564	VAU 525-409	01-May-01
Pakasandra, Oak & Vine, Flamestitch- Helena Gavshon, 2409 UK	VAU 519-606	30-Aug-01
Palmetto- Docuswatch, C 1938	VAU 519-629	30-Aug-01
Paradise Crewel- Ilene Danchig, 71-5	VAU 519-597	30-Aug-01
Paris Streets- London Portfolio AS 2600-111	VAU 519-592	30-Aug-01
Parrot Tulips- The Collection	VAU 519-569	30-Aug-01
Peking Floral- Brewster, 1W4 174	VAU 519-632	30-Aug-01
Pineapple Juice- Anthea Davies, MW 40	VAU 519-643	30-Aug-01
Placed Tropicals- The Collection	VAU 519-568	30-Aug-01
Presley Flora-New Age BNAKG 54987	VAU 509-454	25-Apr-01
Prints Unlimited 01356/MN	VAU 523-212	07-Feb-01
Prints Unlimited 1057	VAU 523-219	07-Feb-01
Prints Unlimited 1064	VAU 523-211	07-Feb-01
Prints Unlimited 11811H	VAU 454-073	16-Apr-01
Prints Unlimited 132B-RB	VAU 454-076	16-Apr-01
Prints Unlimited 22031	VAU 454-074	16-Apr-01
Prints Unlimited LAK024	VAU 454-075	16-Apr-01
Prints Unlimited LK021	VAU 454-069	16-Apr-01
Prints Unlimited LK03611	VAU 454-084	16-Apr-01
Provence Paisley- Docuswatch, PAI 20/C1940	VAU 519-626	30-Aug-01
Renee Bouquet- Flavio Z, 100-1885 S	VAU 519-639	30-Aug-01
Reptile Paisley- Bernini, H-G-1	VAU 509-451	25-Apr-01
Retro Meadow- Docuswatch	VAU 519-623	30-Aug-01
Robert Vernet A.C. 4085	VAU 454-089	16-Apr-01
Robert Vernet E1062	VAU 513-904	25-Apr-01
Robert Vernet E741	VAU 454-093	16-Apr-01
Robert Vernet KA127	VAU 454-059	16-Apr-01
Robert Vernet M1267 (Strawberry Jam)	VAU 519-577	30-Aug-01
Robert Vernet NI 165 (Madame Butterfly)	VAU 519-576	30-Aug-01
Robert Vernet NI 179 (Bamboo)	VAU 519-575	30-Aug-01
Rowena Bristow & Associates (Status Rectangles)	VAU 522-583	30-Aug-01
Rowena Bristow IJS 286	VAU 511-651	07-Feb-01
Rowena Bristow LAS 138	VAU 511-649	07-Feb-01
Salsa Border- Anthea Davies, 24296 B	VAU 519-581	30-Aug-01
Scarlet Roses- Colorfield IA 1084	VAU 519-615	30-Aug-01

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INTELLECTUAL PROPERTY**

Scrunchie Rosebuds- Anthea DaviesT 24089 B	VAU 519-644	30-Aug-01
Southpaw Designs AB-765 (Lyon Paisley)	VAU 519-574	30-Aug-01
Southpaw Designs AB-766 (Indra Paisley)	VAU 519-573	30-Aug-01
Southpaw Designs AB-767 (Dalamation Floral)	VAU 519-572	30-Aug-01
Southpaw Designs AB-768 (Apple Fair)	VAU 519-571	30-Aug-01
Square Craze - Moda & Moda 29290	VAU 509-449	25-Apr-01
Striped Balls- David Lee, GB 7571	VAU 519-609	30-Aug-01
Stylized Peonies- Colorfield, MA 1904	VAU 519-610	30-Aug-01
Sultan Paisley- European Textile Collection	VAU 519-620	30-Aug-01
Symphony-Seta Desegno 15-7	VAU 525-411	01-May-01
Taj Mahal Damask- Colorfield IA 1099	VAU 519-614	30-Aug-01
Textile Design Group FP10 Navy Pointilism Lilies	VAU 523-214	07-Feb-01
Textile Design Group FP10 Pointilism Multimass Pansies	VAU 523-218	07-Feb-01
Textile Design Group FP-135	VAU 513-900	25-Apr-01
Textile Design Group GP01 Rain Deco	VAU 523-213	07-Feb-01
Textile Design Group GP10	VAU 523-215	07-Feb-01
The Style Council TSC 889 MM-W	VAU 523-217	07-Feb-01
The Style Council TSC 927 MM-W	VAU 523-216	07-Feb-01
Toile- Antik Tex	VAU 519-645	30-Aug-01
Tokyo Rose- Brewster, 1W4 170	VAU 519-634	30-Aug-01
Tom Cody 211-1953 (Courtney Floral)	VAU 519-567	30-Aug-01
Tom Cody 319-283 (Kyoto Garden)	VAU 519-566	30-Aug-01
Tossed Pansies Brewster, 1W4 154	VAU 519-635	30-Aug-01
Tropical Spectator Daisy- European Textile Collection	VAU 519-636	30-Aug-01
Tunisian Grove- Colorfield, MA 1862	VAU 519-611	30-Aug-01
Turner Tulips- Andrea Aranow, #23	VAU 527-606	06-Apr-01
Venezia Floral- Docuswatch, HF-21	VAU 519-628	30-Aug-01
Victoria Paisley- Couleurs En Vogue, G6S AS6013	VAU 505-749	07-Mar-01
Westcott Design HC 9295	VAU 511-648	07-Feb-01
Westcott Design KG 176	VAU 522-582	30-Aug-01
Westcott Design Q152	VAU 522-584	30-Aug-01
Winchester Rose- Baxter Fawcett Design Studio, T7054	VAU 529-842	18-Jul-01
Woodblock Paisley- Colorfield, J 2708	VAU 519-612	30-Aug-01
Woodblock Stems Embroidery - Rowena Bristow JAT-1044	VAU 525-413	01-May-01
Zen Garden- Brewster, 1W4 173	VAU 519-633	30-Aug-01

SCHEDULE 5.16
INTELLECTUAL PROPERTY

Harold's Registered Artwork

<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>
Amelie- Baxter Fawcett, SAM4897	VAU 552-009	17-Jun-02
Anne's Anemones- Lhopital- Abblard	VAU 551-987	17-Jun-02
April Calico- Lhopital-Abblard	VAU 551-980	17-Jun-02
Bali Hibisucs- Jean-Louis Fradet, BY211	VAU 551-972	17-Jun-02
Battienburg- Westcott Design, LTD HCM217	VAU 551-985	17-Jun-02
Bettina Paisley Border- Westcott Design, HC 6862	VAU 551-961	17-Jun-02
Briar Floral- Christina Oury, CQ6016	VAU 551-962	17-Jun-02
Caramoor Floral- Catherine B, JM637	VAU 551-993	17-Jun-02
Carnations- Jean-Louis Fradet, STgL2011518	VAU 551-974	17-Jun-02
Casper- Julie Boddey, JMB 195		
China Closet- Lhopital Abblard	VAU 551-986	17-Jun-02
Cora's Paisley- Karen Moller, 016377	VAU 552-006	17-Jun-02
Crazy Quilt Paisley- Baxter Fawcett, EF308	VAU 552- 003	17-Jun-02
Daisies and Paisleys- Baxter Fawcett, XP4569	VAU 551-979	17-Jun-02
Daisy Mae- Owens and Kim, EB157	VAU 551-958	17-Jun-02
Diana's Daffodils- Caroline et Bettina, K2501	VAU 551-999	17-Jun-02
Disco Sun Beam Sweater- Westcott Design, FH119		
Drifting Summer Paisley- Palm AB2002	VAU 551-968	17-Jun-02
Elsa Tonal Roses- Jean-Louis Fradet, O6P5T244	VAU 551-966	17-Jun-02
Emma Floral Paisley- Karen Moller, 008611	VAU 551-989	17-Jun-02
Exotic Skin- Karen Moller, SJ416	VAU 552-007	17-Jun-02
Fairfield Floral- Baxter Fawcett, SAM4539	VAU 551-990	17-Jun-02
Falling Rosebuds- Caroline et Bettina, K2388	VAU 551-998	17-Jun-02
Fiji Floral- Jean-Louis Fradet, BUY868	VAU 551-977	17-Jun-02
Floral Scrapbook- Caroline et Bettina, H1288	VAU 551-988	17-Jun-02
Flutter Tonal Paisley- The Colorfield, MA 2096	VAU 551-964	17-Jun-02
Gardener's Pride- Baxter Fawcett, XV4573	VAU 552-004	17-Jun-02
Gerber Daisies- Carolinen et Bettina, K2502	VAU 551-997	17-Jun-02
Hanna Floral- Westcott Design, LTD LC539	VAU 551-984	17-Jun-02
Hope Chest Floral- Owens and Kim, A7 1338	VAU 551-965	17-Jun-02
Hospitality- Anthea Davies, 24586B	VAU 551-995	17-Jun-02
Hot House Bandana- Caroline et Bettina, L1013	VAU 552-000	17-Jun-02
Janis Floral Border- Baxter Fawcett, XV2898	VAU 551-991	17-Jun-02
Kawai Spectator- Jean-Louis Fradet, ST9E201148	VAU 551-967	17-Jun-02
Key Largo Floral- Baxter Fawcett, T3232	VAU 552-008	17-Jun-02
London Afternoon- Westcott Design, F142	VAU 551-960	17-Jun-02
Lyon Paisley Border- Baxter Fawcett, LF4732	VAU 551-992	17-Jun-02
Meg's Floral Border- Catherine B, JB6731	VAU 551-994	17-Jun-02
Monarch Floral- A Bony, B5095	VAU 552-010	17-Jun-02
Morning Floral Embroidery- Julie Boddey, NRT150	VAU 551-976	17-Jun-02
Pansy Field- Westcott Design, LTD WR6442	VAU 551-983	17-Jun-02

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Paradise Found, Jean-Louis Fradet, BX232	VAU 551-975	17-Jun-02
Pleasantville- Caroline et Bettina, K2499	VAU 551-996	17-Jun-02
Posy Puzzle- Karen Moller, 058055	VAU 552-005	17-Jun-02
Rebecca Paisley- Christina Oury, CO3001	VAU 551-963	17-Jun-02
Resort Stripe- Baxter Fawcett, XV4818	VAU 552-001	17-Jun-02
Rita's Flower Field- Owens and Kim, Q4935	VAU 551-957	17-Jun-02
Sampler Floral- Rowena Bristow, NH139	VAU 551-969	17-Jun-02
Sara Stitch Floral- Rowena Bristow, NH136	VAU 551-970	17-Jun-02
Spectator Hibiscus- A Bony, M1997	VAU 551-971	17-Jun-02
Spring Splendor- Baxter Fawcett, XV4574	VAU 552-002	17-Jun-02
Tossed Palms- Jean-Louis Fradet, B1679	VAU 551-973	17-Jun-02
Travel Journal- Lhopital-Abblard, IV113	VAU 551-959	17-Jun-02
Watercolor Hibiscus- Baxter Fawcett, T3226	VAU 551-978	17-Jun-02
Weeping Palsies- Westcott Design, RA6852	VAU 551-981	17-Jun-02
Westcott Daisies- Westcott Design, RA6851	VAU 551-982	17-Jun-02

**SCHEDULE 5.16
INTELLECTUAL PROPERTY**

Harold's Registered Artwork

<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>
American Beauty- UKNY, P1926		
Anteprima 12578G		
Anteprima 25538DA		
Autumn Rose- Colorfield, J2752		
Becky's Blossoms- Flavio Z, 1001988R		
Bernini 04WW32		
Bernini C-D-11		
Blk, Grey, White Floral- Groot & Co, KHR 1124		
Blythe Paisley- Flavio Z, 100-1116T		
Caravan Squares- Elle2, 204102A		
Carisle Houndstooth- Whinston & Wright, ST JV 9734		
Cecilia Paisley- Flavio Z, 2091S		
Chantilly Rose- Colorfield BA1121		
Cocoa Corsage- Group Four, 4-MCK 174		
Colorfield J2234		
Courtney Rose- Flavio Z, 1001420R		
Daffodil Hill- Flavio Z, 100-1043		
David Lee LK-282H		
David Lee- Prints Unlimited, AD 141H		
David Lee- Prints Unlimited, AD 151H		
David Lee- Prints Unlimited, AD 201H		
David Lee- Prints Unlimited, FV 812H		
David Lee- Prints Unlimited, LK 03810G		
David Lee- Prints Unlimited, NSF 862H		
Deco Art- Moda & Moda, 29258		
Diagonal Belts- Flavio Z, 100-1960S		
Dogwood- Flavio Z, 1002094S		
Dolce Daisies- Design Source International, GAS		
Elizabeth Floral- Pool Studio, 23516/22		
Elle2 206081A		
Equestrian- Groot & Co, 528		
European Textile Collection LC 583		
Flavio Z 330-460		
Formula Clare 455		
Formula HW 44		
Formula VK 14		
Genevive Paisley- Flavio Z, 100-113T		
Helena Gavshon JA3498		
JP Designs MAF 396		
Judith Rose- Flavio Z, 100662T		
Karen Moller SJ7338		

**SCHEDULE 5.16
INTELLECTUAL PROPERTY**

Kiosk NRT800
Lilly's Wallflowers- Colorfield, RC 2445
London Portfolio #AS 1200 4365
Maze Deco- Textile Design Group, GP01
Mini Beehive Geometric- Dimitios, GP47
Moda & Moda 31432
Nashville Paisley- Flavio Z, 100 6T
Pressed Wildflowers- Colorfield, KJ1418
Prints Unlimited 1064
Prints Unlimited LAK026
Rose Potpourri- Linea Studio, 19287
Rose Shadows- Group Four, CR1618
Savannah Garden- Colorfield, J2720
Sheer Elegance- London Portfolio, E9-075
Textile Design Group GP39
The Studio Group 19287
The Style Council EB 3191
The Style Council EB 3236
The Style Council FJS 8567
The Style Council FJS 9506
The Style Council RAC 124
Tonal Giraffe- Design Source International, KSH
Unlimited LYN 1579
Unlimited NP 143
Westcott Design CB 018B

SCHEDULE 5.16
Intellectual Property
(Trademarks and Service Marks)

U. S. Registrations

<u>Item</u>	<u>Reg./App #</u>	<u>Reg./App. Date</u>	<u>Mark</u>	<u>Int. Class</u>	<u>Description of Product</u>
1	1,304,308	11/06/84	Carousel Horse Design	42	Retail store services in the field of clothing and accessories therefor
2	1,387,606	03/25/86	OLD SCHOOL	25	Men's and ladies' shirts
3	1,389,152	04/08/86	Carousel Horse Design	25	Men's and ladies' blazers and suits, men's trousers and ladies' skirts
4	1,570,438	12/05/89	OLD SCHOOL CLOTHING CO.	42	Retail store services in the field of clothing and accessories therefor
5	1,738,741	12/08/92	HAROLD'S	42	Retail clothing store services
6	1,885,490	03/21/95	OSCC (Stylized)	42	Retail store services in the field of clothing and accessories therefor
7	1,915,132	08/29/95	OLD SCHOOL	25	Men's and ladies' clothing, namely, jackets, raincoats, trousers, suits, sport coats, socks, sweaters, jeans, blazers, scarves, neckties, pajamas, swimwear, shorts, shoes, belts and skirts
8	1,951,569	01/23/96	HAROLD POWELL	42	Retail store services in the field of clothing and accessories therefor
9	1,956,503	02/13/96	HAROLD POWELL	25	Men's and ladies' clothing, namely, jackets, raincoats, trousers, suits, sport coats, socks, shirts, sweaters, jeans, blazers, scarves, neckties, pajamas, swimwear, shorts, shoes, belts and skirts
10	2,046,528	03/18/97	OLD SCHOOL	3	Men's toiletries, namely cologne, after shave lotion

SCHEDULE 5.16
Intellectual Property
(Trademarks and Service Marks)

					and soap
11	2,090,733	08/26/97	OSCC BESPOKE	25	Clothing, namely suits, sportcoats, trousers, dress shirts and ties
12	2,095,291	09/09/97	OSCC BIG SPUR	25	Clothing, namely shirts and jeans
13	2,211,580	12/15/98	OLD SCHOOL DENIM	25	Clothing, namely, hats, shirts, shorts and pants
14	2,401,301	11/07/00	BIG SPUR	25	Clothing, namely shirts and jeans