TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

| SUBMISSION TYPE: | NEW ASSIGNMENT |
|-----------------------|--------------------------|
| NATURE OF CONVEYANCE: | RELEASE BY SECURED PARTY |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------------------|----------|----------------|-----------------------|
| Wilmington Trust FSB, as assignee | | | |
| of American Capital, Ltd. (successor | | | |
| by merger to American Capital | | 04/25/2011 | CORPORATION: DELAWARE |
| Financial Services, Inc.), as | | | |
| Administrative Agent | | | |

RECEIVING PARTY DATA

| Name: | Arizona Mail Order Company, Inc. | |
|-----------------|----------------------------------|--|
| Street Address: | 3740 E. 34th Street | |
| City: | Tucson | |
| State/Country: | ARIZONA | |
| Postal Code: | 85713 | |
| Entity Type: | CORPORATION: DELAWARE | |

| Name: | Bedford Fair Apparel, Inc. | |
|-----------------|----------------------------|--|
| Street Address: | 3740 E. 34th Street | |
| City: | Tucson | |
| State/Country: | ARIZONA | |
| Postal Code: | 85713 | |
| Entity Type: | CORPORATION: DELAWARE | |

| Name: | LM&B Catalog, Inc. | |
|-----------------|-----------------------|--|
| Street Address: | 3740 E. 34th Street | |
| City: | Tucson | |
| State/Country: | ARIZONA | |
| Postal Code: | 85713 | |
| Entity Type: | CORPORATION: DELAWARE | |

| | Name: | Monterey Bay Clothing Company, Inc. | |
|---|-----------------|-------------------------------------|--|
| | Street Address: | 30 Tozer Road | |
| П | | | |

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| City: | y: Beverly | |
|------------------------------------|---------------|--|
| State/Country: | MASSACHUSETTS | |
| Postal Code: | 01915 | |
| Entity Type: CORPORATION: DELAWARE | | |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|------------|
| Registration Number: | 3469545 | VICKI BLUE |

CORRESPONDENCE DATA

Fax Number: (302)636-5454

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Co.- J. Paterson Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

| ATTORNEY DOCKET NUMBER: | 781677-70 |
|-------------------------|---------------|
| NAME OF SUBMITTER: | Jean Paterson |
| Signature: | /jep/ |
| Date: | 05/26/2011 |

Total Attachments: 6

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| OMB Collection 0651-0027 (exp. 6/30/2008) United States Patent and Trademark Office | | | |
|---|--|--|--|
| RECORDATION FORM COVER SHEET | | | |
| TRADEMARKS ONLY | | | |
| To the Director of the U. S. Patent and Trademark Office: Plea | se record the attached documents or the new address(es) below. | | |
| 1. Name of conveying party(ies): | 2. Name and address of receiving party(ies) | | |
| Wilmington Trust FSB, as assignee of American Capital, Ltd (successor by merger to American Capital Financial Services, | Additional names, addresses, or citizenship attached? No | | |
| Inc., as Administrative Agent | Name: Arizona Mail Order Company, Inc. | | |
| Individual(s) Association | Internal Address: | | |
| General Partnership Limited Partnership | | | |
| ✓ Corporation- State: Delaware | Street Address: 3740 E. 34th Street | | |
| Other | City: Tuscon | | |
| Citizenship (see guidelines) | State: Arizona | | |
| Additional names of conveying parties attached? Yes 🗸 No | Country: USA Zip: 85713 Association Citizenship | | |
| 2 Nature of conveyance VEvecution Details) | General Partnership Citizenship | | |
| 3. Nature of conveyance)/Execution Date(s): | Limited Partnership Citizenship | | |
| Execution Date(s) April 25, 2011 | Corporation Citizenship Delawere | | |
| Assignment Merger | OtherCitizenship | | |
| Security Agreement Change of Name | If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No | | |
| ✓ Other Release of Security Interest | (Designations must be a separate document from assignment) | | |
| 4. Application number(s) or registration number(s) and | | | |
| A. Trademark Application No.(s) | B. Trademark Registration No.(s) See attached schedule A | | |
| | Additional sheet(s) attached? Yes No | | |
| C. Identification or Description of Trademark(s) (and Filing | | | |
| | | | |
| | | | |
| 5. Name & address of party to whom correspondence concerning document should be mailed: | 6. Total number of applications and registrations involved: | | |
| Name: | registrations arrowed. | | |
| Internal Addre Corporation Service Company | 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ | | |
| 1180 Avenue of the Americas | Authorized to be charged by credit card | | |
| Street Address Suite 210 | Authorized to be charged to deposit account | | |
| New York, NY 10036 | L Enclosed | | |
| City: | 8. Payment Information: | | |
| State: Zip: | a. Credit Card Last 4 Numbers Expiration Date | | |
| Phone Number: 731677-70 | b. Deposit Account Number | | |
| Fax Number: | Authorized User Name | | |
| Email Address: | Authorized Oser Name | | |
| 9. Signature: Malan (Albu | × 6/17/11 | | |
| Signature | Total number of pages including cover | | |
| Sarah M. Gilbert Name of Person Signing | sheet, attachments, and document: 6 | | |

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

Continuation of #2 Additional receiving parties

Bedford Fair Apparel, Inc. 3740 E. 34th Street Tucson, AZ 85713 Delaware Corporation

LM&B Catalog, Inc. 3740 E. 34th Street Tucson, AZ 85713 Delaware Corporation

Monterey Bay Clothing Company, Inc. 30 Tozer Road
Beverly, MA 01915
Delaware Corporation

TRADEMARK REEL: 004549 FRAME: 0092

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made as of April [25], 2011 ("Effective Date") by and between Wilmington Trust FSB, as assignee of American Capital, Ltd. (successor by merger to American Capital Financial Services, Inc.), in its capacity as Administrative Agent (as defined in the Credit Agreement) ("Grantee"), and Arizona Mail Order Company, Inc., Bedford Fair Apparel, Inc., LM&B Catalog, Inc. and Monterey Bay Clothing Company, Inc. (collectively, "Grantor"). Capitalized terms used but not defined herein have the meanings given to such terms in the Security Agreement (as defined herein).

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement ("Trademark Security Agreement") by and between Grantor and Grantee dated September 18, 2008, Grantor granted to Grantee a continuing security interest in and to the Trademarks (as defined in the Security Agreement), Goodwill (as defined in the Security Agreement) associated with such Trademarks, and all Proceeds (as defined in the Security Agreement) of any and all of the foregoing (other than Excluded Property), including, without limitation, those referred to on Schedule I hereto (collectively, the "Trademark Collateral").

WHEREAS, Grantor and Grantee entered into the Trademark Security Agreement pursuant to the terms and conditions of that certain Security Agreement by and between Grantor (each as a "New Pledgor" pursuant to the joinder agreement dated as of September 18, 2008) and Grantee dated as of April 30, 2007 (the "Security Agreement");

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office ("PTO") on April 13, 2009 at Reel/Frame 3969/0892; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby terminates the Trademark Security Agreement, and hereby terminates, cancels and releases any and all security interests it has against the Trademark Collateral.

Grantee represents and warrants that: (i) it has the full power and authority to execute this Release; and (ii) it has not assigned, transferred, restricted or otherwise encumbered any security interest it has against the Trademark Collateral.

Grantee shall, at Grantor's expense, take all further actions, and provide to Grantor, Grantor's successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by Grantor to more fully and effectively effectuate the purposes of this Release.

* * * *

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IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.

Wilmington Trust FSB, as Administrative Agent

Name Josh James

TRADEMARK REEL: 004549 FRAME: 0094 Schedule I

(attached hereto)

TRADEMARK REEL: 004549 FRAME: 0095

RECORDED: 05/26/2011