

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT																				
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL																				
<b>CONVEYING PARTY DATA</b>																					
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">Name</th> <th style="width: 25%;">Formerly</th> <th style="width: 25%;">Execution Date</th> <th style="width: 25%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>BTWW Retail, L.P.</td> <td></td> <td>10/25/2011</td> <td>LIMITED LIABILITY PARTNERSHIP:</td> </tr> <tr> <td>Corral West Ranchwear, LLC</td> <td></td> <td>10/25/2011</td> <td>LIMITED LIABILITY COMPANY:</td> </tr> <tr> <td>CWR Workwear Depot, LLC</td> <td></td> <td>10/25/2011</td> <td>LIMITED LIABILITY COMPANY:</td> </tr> <tr> <td>Corral West Ranchwear Catalog, LLC</td> <td></td> <td>10/25/2011</td> <td>LIMITED LIABILITY COMPANY:</td> </tr> </tbody> </table>	Name	Formerly	Execution Date	Entity Type	BTWW Retail, L.P.		10/25/2011	LIMITED LIABILITY PARTNERSHIP:	Corral West Ranchwear, LLC		10/25/2011	LIMITED LIABILITY COMPANY:	CWR Workwear Depot, LLC		10/25/2011	LIMITED LIABILITY COMPANY:	Corral West Ranchwear Catalog, LLC		10/25/2011	LIMITED LIABILITY COMPANY:	
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<b>CORRESPONDENCE DATA</b>																					
Fax Number:	(207)791-3111																				
Phone:	207-791-3110																				
Email:	pscanlon@preti.com																				
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																					
Correspondent Name:	Patrick R. Scanlon																				
Address Line 1:	P.O. Box 9546																				

Address Line 2: One City Center  
Address Line 4: Portland, MAINE 04112-9546

ATTORNEY DOCKET NUMBER: 13465-26634

NAME OF SUBMITTER: Patrick R. Scanlon

Signature: /Patrick R. Scanlon/

Date: 01/25/2012

Total Attachments: 3  
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## ASSIGNMENT

WHEREAS, BTWW RETAIL L.P., Corral West Ranchwear, LLC, CWR Workwear Depot, LLC and Corral West Ranchwear Catalog, LLC Texas heretofore located at 1130 Dragon Street, Suite 190, Dallas, Texas 75207 (hereinafter referred to as the "Assignor") are the exclusive owners of the entire right, title and interest in and to Intellectual Property listed on Annex A (hereinafter referred to as the "Intellectual Property");

WHEREAS, the Assignor filed for Bankruptcy Court protection with the U.S. Bankruptcy Court for the Northern District of Texas (the "Court") in Case No. 08-35725 (the "Case");

WHEREAS, CLEAR THINKING GROUP LLC (the "Trustee") has been appointed by the Court as the Liquidating Trustee in the Case;

WHEREAS, SMITH BROTHERS, INC., a Texas corporation having a mailing address of 525 Great Road, Littleton, Massachusetts 01460 (hereinafter sometimes referred to as the "Assignee") is desirous of acquiring the entire right, title and interest in and to the Intellectual Property listed in Annex A; and

WHEREAS, on May 18, 2009, the Court approved the sale of the Intellectual Property to Assignee.

NOW, THEREFORE, in consideration of Ten (\$10.00) Dollars, the receipt of which is hereby acknowledged, and other good and valuable consideration, **Assignor** has sold, assigned and transferred and by these presents does sell, assign and transfer unto the said SMITH BROTHERS, INC., its successors and assigns, the full and exclusive right, title and interest in and to the Intellectual Property as listed in Annex A, including the goodwill associated with the Intellectual Property together with the right to sue and recover damages for past infringement.

**Assignor** hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment and sale;

**Assignor** hereby authorizes and requests the Patent and Trademark Officials, the Copyright Office or other agency in the United States of America and any and all foreign countries to issue any registrations when granted to SMITH BROTHERS, INC., as the assignee of **Assignor's** entire right, title and interest in and to the same for the sole use and benefit of SMITH BROTHERS, INC., its successors and assigns, to the full end of the term for which any of said registrations may be granted as fully and entirely as the same would have been held by **Assignor** had this assignment and sale not been made;

Further, **Assignor** agrees to communicate to SMITH BROTHERS, INC., or its representatives any facts known to **Assignor** respecting the Intellectual Property, to sign all lawful papers, to make all rightful oaths and generally to do everything possible to aid said SMITH BROTHERS, INC., its successors and assigns to obtain and enforce proper protection for the Intellectual Property listed in the United States of America without further compensation, but at the expense of SMITH BROTHERS, INC., its successors, assigns or other legal representatives; and

**Assignor** hereby appoints the Secretary or any other officer of SMITH BROTHERS, INC. as **Assignor's** attorney-in-fact and agent to execute all documents required or appropriate to perfect or

enforce all rights assigned under this Assignment and further authorizes the attorneys for SMITH BROTHERS, INC. to register this assignment in any and all countries.

In testimony whereof, the Assignor acting through the Liquidating Trustee has caused these presents to be signed by its duly authorized officer.

BTWW RETAIL L.P.;  
Corral West Ranchwear, LLC;  
Corral West Ranchwear Catalog, LLC; and  
CWR Workwear Depot, LLC, Assignors

By its authorized Liquidating Trustee

CLEAR THINKING GROUP LLC

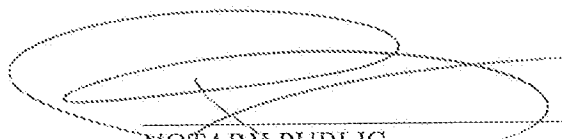
By: Dorene Robotti  
DORENE ROBOTTI  
Managing Director

Executed: October <sup>25</sup>~~28~~, 2011

State of Connecticut SS:

County of Middlesex

On this the 25th day of October, 2011, before me, the undersigned officer personally appeared Dorene Robotti, who acknowledged herself to be a Managing Director of Clear Thinking Group LLC, the Liquidating Trustee of BTWW RETAIL L.P., Corral West Ranchwear, LLC; Corral West Ranchwear Catalog, LLC; CWR Workwear Depot, LLC, the Assignor described above, and that she, as an authorized representative of the Liquidating Trustee executed the foregoing instrument for the purposes therein contained.

  
NOTARY PUBLIC  
My Commission Expires: August 31, 2014  
BRIAN STEFFES  
Notary Public, Connecticut  
My Commission Expires August 31, 2014

(Notarial Seal)

ANNEX A

- a. The following trademarks, including all applications, rights, and goodwill associated therewith:

SERGEANT'S WESTERN WORLD  
Application No.: 77/073,630

SILVER MESA  
Application No.: 74/388,273

- b. All tradenames, logos, and copyrights used in connection with the Marks.
- c. All common law rights, in Sergeants Western World, Silver Mesa, and Texas Classic, if any, in the unregistered tradename and the mark "Texas Classic" heretofore used by Assignor in connection with the operation of Sergeant's Western World.
- d. The remaining catalog operations including: all data files for website and catalog usage, all photo images; all electronic and print image files; all business records, databases, customer lists and house files; and the URLs: <http://www.sergeantswestern.com> and [www.sergeantscatalog.com](http://www.sergeantscatalog.com)
- e. The computer systems and software related to the Sergeants Western World Assets (including the Salepoint Trovato software and retail Interact software operating thereon) if any remain.
- f. The trademarks, including the goodwill accompanying the said trademarks (the "Trademarks") as well as all tradenames, logos and copyrights used in connection with the trademarks, all common law rights in Trademarks the unregistered tradename and mark "TEXAS CLASSIC" (hereinafter collectively referred to as the "Marks");
- g. All data files for website and catalog usage, all photographic images all electronic and print image files, all business records, databases, customer lists and house files, the URLs: <http://www.sergeantswestern.com> and [www.sergeantscatalog.com](http://www.sergeantscatalog.com) (hereinafter the "Works"); and Any computer systems and software related to the Intellectual Property, all as listed herein.