

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM346200

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mark C. Healy		04/27/2015	INDIVIDUAL: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Cato Corporation		
<b>Street Address:</b>	8100 Denmark Road		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28273		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 24</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85821092	BODY CENTRAL	
<b>Registration Number:</b>	4387810	BODY CENTRAL	
<b>Registration Number:</b>	4387811	BODY CENTRAL	
<b>Registration Number:</b>	4387814	BODY CENTRAL	
<b>Registration Number:</b>	2759773	BODY CENTRAL	
<b>Registration Number:</b>	4387806	BODY CENTRAL	
<b>Registration Number:</b>	4387817	BODY CENTRAL	
<b>Registration Number:</b>	4387845	BODY CENTRAL	
<b>Registration Number:</b>	4387853	BODY CENTRAL	
<b>Registration Number:</b>	4387858	BODY CENTRAL	
<b>Registration Number:</b>	4387833	BODY CENTRAL	
<b>Registration Number:</b>	4387828	BODY CENTRAL	
<b>Serial Number:</b>	85820813	BODYC	
<b>Registration Number:</b>	4387804	BODYC.COM	
<b>Registration Number:</b>	1376370	BODY SHOP	
<b>Registration Number:</b>	2218837	LIPSTICK	
<b>Serial Number:</b>	86191973	LIPSTICK	
<b>Serial Number:</b>	86430343	LIPSTICK LINGERIE	
<b>Registration Number:</b>	4548470	LIPSTIK LINGERIE	

OP \$615.00 85821092

Property Type	Number	Word Mark
Registration Number:	4569497	SEXYSTRETCH
Registration Number:	4638291	SEXYSTRETCH
Registration Number:	4317299	SOCIAL CENTRAL
Registration Number:	4649540	SOCIAL CENTRAL
Serial Number:	85821257	BODY CENTRAL

**CORRESPONDENCE DATA**

Fax Number: 7043311159  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 704-331-1027  
Email: hbw-ptotmcorrespondence@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 100 North Tryon Street, Suite 4700  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	001690.1004
NAME OF SUBMITTER:	Henry B. Ward, III
SIGNATURE:	/hbw/
DATE SIGNED:	06/29/2015

**Total Attachments: 11**  
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source=15 - Trademark Assignment - Healy - US - (fully executed)#page11.tif

## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "**Trademark Assignment**"), dated effective as of April 27, 2015 (the "**Effective Date**"), is executed by and between **MARK C. HEALY**, an individual, solely in his capacity as court-appointed assignee for the benefit of creditors of Body Central (defined below) pursuant to that certain Petition for Assignment for the Benefit of Creditors filed in the Circuit Court, Fourth Judicial Circuit, in and for Duval County, Florida and assigned case number 16-2015-CA-000213-XXXX-MA ("**Assignor**"), and **THE CATO CORPORATION**, a Delaware corporation ("**Assignee**").

### **RECITALS:**

A. Body Central was the owner of the trademarks identified on **Exhibit A**, attached hereto and incorporated herein, along with the related trademark registrations and applications pending as of January 9, 2015 (collectively, the "**Marks**"), together with any and all goodwill of the business associated with the Marks (the "**Goodwill**").

B. On January 9, 2015, Assignor, **BODY CENTRAL STORES, INC.**, a Florida corporation ("**Body Central**"), and certain other parties executed that certain Assignment dated January 9, 2015, recorded at Official Record Book 17036, Page 557 of the Public Records of Duval County, Florida (the "**Assignment for the Benefit of Creditors**"), pursuant to which Body Central granted, assigned, conveyed, transferred, and set over to Assignor, all of Body Central's right, title and interest in and to Body Central's assets, including but not limited to the Marks and the Goodwill.

C. On January 14, 2015, a petition commencing an Assignment for the Benefit of Creditors for Body Central was duly filed with the Clerk of the Circuit Court, Fourth Judicial District, in and for Duval County, Florida (the "**Circuit Court**"), and assigned case number 16-2015-CA-000213-XXXX-MA (the "**Assignment Proceeding**").

D. Assignor and Assignee entered into that certain Asset Purchase and Sale Agreement, dated effective as of April 20, 2015, as amended by that certain First Addendum to Asset Purchase and Sale Agreement, dated effective as of April 21, 2015, and that certain Second Addendum to Asset Purchase and Sale Agreement, dated effective as of April 21, 2015 (as amended, the "**Purchase Agreement**"), pursuant to which Assignee agreed to purchase from Assignor the Marks and the Goodwill on the terms and conditions set forth therein.

E. Pursuant to that certain Order Approving Proposed Sale of Assets, Approving Auction and Bidding Procedures, and Approving Break-up Fee entered by the Circuit Court on April 27, 2015, in the Assignment Proceeding (the "**Sale Order**"), the Circuit Court has approved the sale of the Marks and Goodwill by Assignor to Assignee in accordance with the Sale Order and the Purchase Agreement.

F. In accordance with Chapter 727, Florida Statutes, the Assignment for the Benefit of Creditors, the Assignment Proceeding, and the Purchase Agreement, Assignor now desires to assign the Marks and the Goodwill to Assignee and to confirm of record with the United States Patent and Trademark Office the assignment of the Marks and the Goodwill by Assignor to Assignee.

NOW, THEREFORE, in consideration of the foregoing Recitals, the mutual covenants and agreements set forth herein and other good and valuable consideration, the sufficiency of which is hereby acknowledged by each of the parties hereto, the parties agree as follows:

1. Recitals; Defined Terms. The above stated Recitals are true and correct, and by this reference are incorporated herein. All capitalized terms not otherwise defined in this Trademark

Assignment shall have the meaning ascribed to such terms in the Purchase Agreement or the Sale Order, as applicable.

2. Assignment. Assignor hereby assigns, transfers, and conveys to Assignee all of Assignor's right, title, and interest, if any, in and to the Marks together with (a) the Goodwill and (b) all causes of action, claims and demands arising from any infringement, including past infringements, of the Marks.

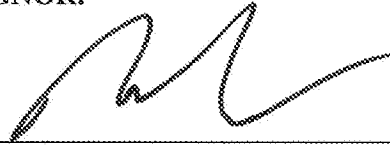
3. Further Assurances. Assignor shall without further consideration (but at no out-of-pocket expense) perform such other lawful acts and execute such additional lawful documents as Assignee may reasonably request from time to time to fully effect this Trademark Assignment and to permit Assignee to be duly recorded as the registered owner of the Marks and all other rights conveyed hereby.

4. Counterparts. This Trademark Assignment may be executed in any number of counterparts, any one and all of which shall constitute the agreement of the parties, and each of which shall be deemed an original, but all of which together shall constitute one and the same document. Counterpart signature pages transmitted by fax or e-mail shall be deemed to be originals for all purposes.

*{Signature pages follow}*

IN WITNESS WHEREOF, Assignor and Assignee have executed this Trademark Assignment effective as of the Effective Date.

ASSIGNOR:



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**MARK C. HEALY**, an individual, solely in his capacity as court-appointed assignee for the benefit of creditors of Assignor pursuant to that certain Petition for Assignment for the Benefit of Creditors filed in the Circuit Court, Fourth Judicial Circuit, in and for Duval County, Florida and assigned case number 16-2015-CA-000213-XXXX-MA

**ASSIGNEE:**

**THE CATO CORPORATION, a Delaware corporation**

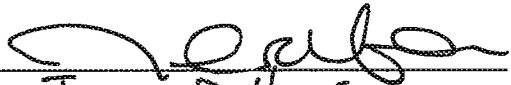

By:   
Name: John R. Howe  
Its: VP CFO

Exhibit A

The Marks


United States Trademark Applications and Registrations



Mark	Registration (Serial No.)	Registered (Filed)	(Class) Goods / Services	Current Record Owner
Butterfly Logo 	(86-218,055)	(03-11-2014)	(03) Cosmetics; fragrances; nail polish; non-medicated skin care preparations; soaps for personal use; hair care preparations; lip care preparations; bath care preparations; sunscreen (09) Cell phone covers; sunglasses (14) Jewelry; watches (18) Handbags; purses (25) Clothing, namely, shirts, shorts, dresses, skirts, pants, jeans, jackets, coats, tops, lingerie, sweaters, vests, scarves, belts, footwear, head scarves, hats, undergarments, swimwear, activewear, shapewear, and sleepwear (35) On-line and retail store services, and catalog services, featuring clothing, footwear, and fashion accessories (42) Providing a website that gives users the ability to review various print, photographic, graphic image and audio and video content, and engage in social, business and community networking (45) Registration for online social networking services in the field of fashion and apparel provided via a website	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL	(85-821,092)	(01-22-2013)	(03) Cosmetics; fragrances; nail polish; non-medicated skin care lotions; soaps for personal use; hair shampoos and conditioners; sunscreen	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217


Mark	Registration Serial No.)	Registered (Filed)	(Class) Goods / Services	Current Record Owner
BODY CENTRAL	4,387,810	08-20-2013	(09) Cell phone covers; sunglasses	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL	4,387,811	08-20-2013	(14) Jewelry	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL	4,387,814	08-20-2013	(18) Handbags; purses	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL	2,759,773	09-02-2003	(25) Junior women's apparel, namely, shirts, shorts, dresses, blouses, skirts, jeans, t-shirts, jackets and coats	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL	4,387,806	08-20-2013	(25) Clothing, namely, shirts, shorts, dresses, skirts, pants, jeans, jackets, coats, tops, lingerie, sweaters, vests, scarves, belts, footwear, head scarves and hats.	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL	4,387,817	08-20-2013	(35) Online and retail store services, and catalog services, featuring clothing and fashion accessories	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217



Mark	Registration (Serial No.)	Registered (Filed)	(Class) Goods / Services	Current Record Owner
BODY CENTRAL & Design BODY CENTRAL	4,387,845	08-20-2013	(35) Online and retail store services, and catalog services, featuring clothing and fashion accessories	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL & Design BODY CENTRAL	4,387,853	08-20-2013	(09) Cell phone covers; sunglasses	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL & Design BODY CENTRAL	4,387,858	08-20-2013	(14) Jewelry	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL & Design BODY CENTRAL	4,387,833	08-20-2013	(18) Handbags; purses	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL & Design BODY CENTRAL	4,387,828	08-20-2013	(25) Clothing, namely, shirts, shorts, dresses, skirts, jeans, pants, jackets, coats, tops, lingerie, sweaters, vests, scarves, belts, footwear, head scarves and hats	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY CENTRAL & Design BODY CENTRAL	(85- 821,257)	(01-11- 2013)	(03) Cosmetics; fragrances; nail polish; non-medicated skin care lotions; soaps for personal use; hair shampoos and conditioners; sunscreen	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217

Mark	Registration (Serial No.)	Registered (Filed)	(Class) Goods / Services	Current Record Owner
BODYC	(85- 820,813)	(01-11- 2013)	(25) Clothing, namely, shirts, shorts, dresses, skirts, pants, jeans, jackets, coats, tops, lingerie, sweaters, vests, scarves, belts, footwear, head scarves and hats	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODYC.COM	4,387,804	(08-20- 2013)	(25) Clothing, namely, shirts, shorts, dresses, skirts, pants, jeans, jackets, coats, tops, lingerie, sweaters, vests, scarves, belts, footwear, head scarves and hats	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODYC.COM	(85- 820,903)	(01-11- 2013)	(35) On-line retail store services featuring clothing and fashion accessories	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY SHOP (Stylized) 	1,140,433	10-14-1980	(25) Women's Apparel and Apparel Accessories- Namely, Slacks, Jeans, Shorts, Skirts, Dresses, Blouses, Knit Tops, Halter, Swimwear, Robes, Sweaters, Coats, Jackets, Rainwear, Vests, Scarves, Belts, Socks and Hosiery	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY SHOP	1,376,370	12-17-1985	(42) Retail store services for the sale of women's apparel and apparel accessories	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
BODY SHOP	918522 FLORIDA	12-22-1977	(35) Retail store services	Body Shop of America, Inc. 6225 Powers Ave. Jacksonville, FL 32217

Mark	Registration (Serial No.)	Registered (Filed)	(Class) Goods / Services	Current Record Owner
EXPLORATIONS & Design 	1,862,580	11-15-1994	(25) Wearing apparel; namely, T-shirts, blouses, shorts, skirts, jeans, dresses, socks, and coats	Body Shop of America, Inc. (FL) 6225 Powers Ave. Jacksonville, FL 32217
FEEL GREAT LOOK AMAZING	(86- 098,306)	(10-22- 2013)	(35) Catalog ordering service featuring clothing and fashion accessories; On-line ordering services; Retail featuring clothing and fashion accessories; Retail store services featuring clothing and fashion accessories	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
KAT MAN DU (Stylized) 	1,636,420	02-26-1991	(42) Retail store services for the sale of women's apparel and apparel accessories	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
LIPSTICK	2,218,837	01-19-1999	(25) Junior apparel, namely, slacks, jeans, shorts, skirts, dresses, blouses, knit tops, halter, swimwear, robes, sweaters, coats, jackets, rainwear, vests, scarves, belts, socks and hosiery	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217

Mark	Registration (Serial No.)	Registered (Filed)	(Class) Goods / Services	Current Record Owner
LIPSTICK	(86-191,973)	(02-12-2014)	(25) Slacks, shirts, jeans, shorts, skirts, dresses, blouses, knit tops, halter tops, swimwear, robes, sweaters, coats, jackets, rainwear, vests, scarves, belts, socks and hosiery, lingerie, footwear, headgear, namely, hats, caps, and visors, sleepwear, shapewear, namely, thongs, bodysuits, tube dresses, biker shorts, bras, bottom boosters and short shapers, activewear, namely, shirts, pants, shorts, capris, bras, tank tops, underwear, jackets, footwear, hats and caps, and athletic uniforms	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
LIPSTICK LINGERIE	(86-430,343)	(10-21-2014)	(25) Lingerie; sleepwear; shapewear, namely, thongs, bodysuits, bras, chemises, bottom boosters and short shapers	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
LIPSTIK LINGERIE & Design 	4548470	06-10-2014	(25) Clothing, namely, new and recycled vintage-style slips and undergarments	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
SEXYSTRETCH	4,569,497	07-15-2014	(25) Clothing, namely, denim pants, denim shorts, denim shirts, denim jackets, denim dresses, and denim skirts	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217

Mark	Registration (Serial No.)	Registered (Filed)	(Class) Goods / Services	Current Record Owner
SEXYSTRETCH	4,638,291	11-11-2014	(25) Clothing, namely, pants, shorts, shirts, sweaters, jackets, dresses, and skirts	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
SOCIAL CENTRAL	4,317,299	04-09-2013	(42) Providing a website that gives users the ability to review various print, photographic, graphic image, and audio and video content and engage in social, business and community networking	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217
SOCIAL CENTRAL	4,649,540	12-02-2014	(45) Online social networking services in the field of fashion and apparel provided via a website	Body Central Stores, Inc. (FL) 6225 Powers Avenue Jacksonville FL 32217

Unregistered Common Law Trademarks

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