

01-23-2001

FORM PTO-1594



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1-801

101590606

To the Hon. Commissioner of Patents & Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Goody's Family Clothing, Inc.

Individual(s) Association
 General Partnership Other
 Limited Partnership
 Corporation - Tennessee

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name:
 SYDOOG, INC.

Street Address:
 300 Delaware Avenue, Suite 1288
 Wilmington, Delaware 19801

Individual(s) citizenship:
 Association
 General Partnership
 Limited Partnership
 Corporation - Delaware
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Change of Name Other
 Security Agreement

Execution Date: January 2, 2001

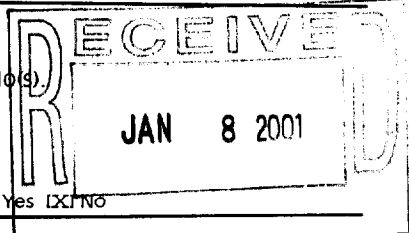
4. Application number(s) or registration (numbers):

A. Trademark Application No(s).

B. Trademark Registration No(s):

2,230,045

Additional numbers attached? Yes No



5. Name and address of party to whom correspondence concerning document should be mailed:

Robert O. Fox, Esq.
 LUEDEKA, NEELY & GRAHAM, P.C.
 P. O. Box 1871
 Knoxville, TN 37901

6. Total number of applications and registrations involved:
 1

7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed
 Please charge to deposit account any missing or additional fee

8. Deposit Account No. 12-2355

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DO NOT USE THIS SPACE

9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert O. Fox
 Name of Person Signing

[Signature]
 Signature

January 5, 2001
 Date

Total number of pages including cover sheet: [2]

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*** CERTIFICATE OF MAILING ***

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Box Assignment, Office of Public Records, U.S. Patent and Trademark Office, Crystal Gateway 4, Room 335, Washington, D.C. 20231

on January 5, 2001
 Date

[Signature]
 Robert O. Fox, Reg. No. 34,165

TRADEMARK
REEL: 002217 FRAME: 0551

ASSIGNMENT

Goody's Family Clothing, Inc., a corporation of the State of Tennessee, the owner of the trademark GOODY'S LOW PRICE!! DEPARTMENT STORE STYLES DEPARTMENT STORE BRANDS and Design and associated logos and trademarks, (hereinafter collectively referred to as the "Marks") for use in connection with retail store services in the field of clothing and the owner of the following United States Trademark Registration for certain of the Marks:

Mark: GOODY'S LOW PRICE!! DEPARTMENT STORE STYLES DEPARTMENT STORE BRANDS and Design

Registration No. 2,230,045 Registered: March 9, 1999

(the above-mentioned Marks and Registration being referred to hereinafter as the "Marks and Registration"), for good and valuable consideration, receipt of which is hereby acknowledged, has assigned and hereby does assign to Sydoog, Inc., all of its right, title and interest in and to the Marks and Registration including all past, present and future rights of action associated therewith, together with the goodwill of the business symbolized by the Marks and Registration.

Date: Jan. 02, 2001 By Regis J. Hebbeler
Goody's Family Clothing, Inc.
Regis J. Hebbeler, Esq.
Vice-President and General Counsel

STATE OF TENNESSEE)
)
COUNTY OF KNOX)

Before me, Benjamin E. Williams, of the state and county mentioned, personally appeared Regis J. Hebbeler, Esq. with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purpose therein contained as the Vice-President and General Counsel of Goody's Family Clothing, Inc.

WITNESS my hand and seal, at office in Knoxville,
Tennessee, this 2nd day of January, 2001

Benjamin E. Williams
Notary Public

My Commission Expires: 11/5/2005