

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Specialty Retailers (TX) LP		06/21/2007	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	Specialty Retailers, Inc.
Street Address:	10201 Main Street
City:	Houston
State/Country:	TEXAS
Postal Code:	77025
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Serial Number:	78442806	SPECIALTY BABY
Registration Number:	1294565	WHISPERS
Registration Number:	1475067	HANNAH
Registration Number:	1482444	HIDDEN FANTASIES
Registration Number:	1492322	PEEBLES
Registration Number:	1511063	MISS BECKY
Registration Number:	1523591	CROFT CLASSICS
Registration Number:	1523592	CROFT'S
Registration Number:	1525762	STAGE
Registration Number:	1563887	BEALLS
Registration Number:	1684402	CAPE CLASSIC LTD.
Registration Number:	1693131	MEHERRIN RIVER OUTFITTERS

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Registration Number:	1724693	CAPE CLASSIC
Registration Number:	1769352	PRIVATE EXPRESSIONS
Registration Number:	1775908	CAPE CLASSIC
Registration Number:	1838755	PEBBLEBROOK
Registration Number:	1938934	GRAPHITE
Registration Number:	1942594	THOMAS & ASHEMORE
Registration Number:	2011195	GRAPHITE
Registration Number:	2072046	SIGNATURE STUDIO
Registration Number:	2080349	SUN RIVER CLOTHING CO.
Registration Number:	2094031	WHISPERS
Registration Number:	2285764	SUN RIVER CLOTHING CO.
Registration Number:	2742977	CASUAL OPTIONS
Registration Number:	2785222	PALAIS ROYAL
Registration Number:	2821443	REBECCA MALONE
Registration Number:	2837154	SPECIALTY KIDS
Registration Number:	2852010	SUN RIVER FOOTWEAR
Registration Number:	3146436	SPECIALTY GIRL
Registration Number:	3252562	SPECIALTY BABY
Serial Number:	78607544	SIGNATURE STUDIO
Serial Number:	77053848	REBECCA MALONE
Serial Number:	77054834	REBECCA MALONE BATH & BODY
Serial Number:	77054919	WHISPERS BATH & BODY
Serial Number:	77065080	ON STAGE
Serial Number:	77146777	MISTLETOE MOUNTAIN
Serial Number:	77146778	MISTLETOE MOUNTAIN
Serial Number:	77146783	MISTLETOE MOUNTAIN
Serial Number:	77146788	MISTLETOE MOUNTAIN
Serial Number:	77146795	MISTLETOE MOUNTAIN
Serial Number:	77146801	MISTLETOE MOUNTAIN
Serial Number:	77146806	MISTLETOE MOUNTAIN
Serial Number:	77146813	MISTLETOE MOUNTAIN
Serial Number:	77146818	MISTLETOE MOUNTAIN
Serial Number:	77146820	MISTLETOE MOUNTAIN
Serial Number:	77146827	MISTLETOE MOUNTAIN

CORRESPONDENCE DATA

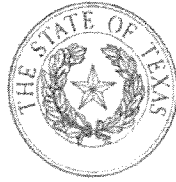
Fax Number: (405)228-7306
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 4052359621
Email: anthony.rahhal@mcafeetaft.com
Correspondent Name: Anthony L. Rahhal
Address Line 1: 211 North Robinson
Address Line 2: Tenth Floor, Two Leadership Square
Address Line 4: Oklahoma City, OKLAHOMA 73102

ATTORNEY DOCKET NUMBER:	50725.2
NAME OF SUBMITTER:	Anthony L. Rahhal
Signature:	/Anthony L. Rahhal/
Date:	09/17/2007

Total Attachments: 3
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Continuation of Item 4

A. Trademark Application Nos.	B. Trademark Registration Nos.
78/607,544	1,475,067
77/053,848	1,482,444
77/054,834	1,492,322
77/054,919	1,511,063
77/065,080	1,523,591
77/146,777	1,523,592
77/146,778	1,525,762
77/146,783	1,563,887
77/146,788	1,684,402
77/146,795	1,693,131
77/146,801	1,724,693
77/146,806	1,769,352
77/146,813	1,775,908
77/146,818	1,838,755
77/146,820	1,938,934
77/146,827	1,942,594
	2,011,195
	2,072,046
	2,080,349
	2,094,031
	2,285,764
	2,742,977
	2,785,222
	2,821,443
	2,837,154
	2,852,010
	3,146,436
	3,252,562



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Specialty Retailers (TX) LP
Domestic Limited Partnership (LP)
[File Number: 800426993]

Into

SPECIALTY RETAILERS, INC.
Domestic For-Profit Corporation
[File Number: 5028100]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 06/21/2007

Effective: 06/30/2007



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams
Secretary of State