

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Arizona Mail Order Company, Inc.		04/25/2011	CORPORATION: DELAWARE
Bedford Fair Apparel, Inc.		04/25/2011	CORPORATION: DELAWARE
Blair Holdings, Inc.		04/25/2011	CORPORATION: DELAWARE
Blair LLC		04/25/2011	CORPORATION: DELAWARE
Draper's & Damon's LLC		04/25/2011	CORPORATION: CALIFORNIA
Gold Violin LLC		04/25/2011	CORPORATION: DELAWARE
Haband Company LLC		04/25/2011	CORPORATION: DELAWARE
Johnny Appleseed's, Inc.		04/25/2011	CORPORATION: MASSACHUSETTS
Linen Source Acquisition LLC		04/25/2011	LIMITED LIABILITY COMPANY: DELAWARE
LM&B Catalog, Inc.		04/25/2011	CORPORATION: DELAWARE
Monterey Bay Clothing Company, Inc.		04/25/2011	CORPORATION: DELAWARE
Norm Thompson Outfitters, Inc.		04/25/2011	CORPORATION: OREGON
Orchard Brands Corporation		04/25/2011	CORPORATION: DELAWARE
Wintersilks, LLC		04/25/2011	LIMITED LIABILITY COMPANY: FLORIDA

RECEIVING PARTY DATA

Name:	PNC Bank, National Association, as Agent
Street Address:	Two Tower Center Boulevard
City:	East Brunswick
State/Country:	NEW JERSEY
Postal Code:	08816
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 210

Property Type	Number	Word Mark

900190424

**TRADEMARK
 REEL: 004529 FRAME: 0743**

CH \$5265.00 3694253

Registration Number:	3694253	DANCING DOLLS
Registration Number:	3508463	SHOP THE BAY
Registration Number:	3511824	SHOP THE BAY.COM
Registration Number:	3546229	SMART FIT
Registration Number:	1966945	BARONESS DE WAYNE
Registration Number:	0073661	COWARD
Registration Number:	1649648	REGALIA
Registration Number:	1126618	AMBASSADOR
Registration Number:	2214562	DAVID CALAIS
Registration Number:	0885089	DRY DOCK BY SERBIN
Registration Number:	1680348	INTIMATE APPEAL
Registration Number:	1168377	LADY "A"
Registration Number:	1180174	LADY AMBASSADOR
Registration Number:	1435705	MARK REED
Registration Number:	1202124	NANCY'S CHOICE
Registration Number:	0606130	SERBIN
Registration Number:	1503096	SERBIN SPORT
Registration Number:	1133650	SERENDIPITY
Registration Number:	1556819	VALUE SHOWCASE
Registration Number:	2055472	VICKI WAYNE'S
Registration Number:	1336665	VICKI WAYNE'S
Registration Number:	1342544	OLD PUEBLO TRADERS VICKI WAYNE'S
Registration Number:	1336664	OLD PUEBLO TRADERS
Registration Number:	1499030	UNIQUE PETITE
Registration Number:	1370230	HEAVENLY COMFORT
Registration Number:	1458320	EASY LIVING
Registration Number:	3667359	COORDINATES BY VICKI WAYNE
Registration Number:	3667358	ESSENTIALS BY VICKI WAYNE
Registration Number:	3478146	ESSENTIALS BY VICKI WAYNE
Registration Number:	3547992	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	3321356	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	3478147	STUDIO SERIES BY VICKI WAYNE
Registration Number:	3469545	VICKI BLUE
Registration Number:	3489860	COORDINATES BY VICKI WAYNE
Registration Number:	2970745	COWARD

	2973895	INTIMATE APPEAL
Registration Number:	3482356	JUDY BOND
Registration Number:	2991919	OLD PUEBLO TRADERS
Registration Number:	3097394	THE FASHION SPECIALISTS
Registration Number:	3019664	TUMBLEWEEDS
Registration Number:	3393331	VICKI WAYNE
Registration Number:	3373165	VICKI WAYNE
Registration Number:	3783780	SMARTFIT
Registration Number:	3013102	BEDFORD FAIR
Registration Number:	3125637	BEDFORD FAIR APPAREL
Registration Number:	3062215	BEDFORD FAIR LIFESTYLES
Registration Number:	3062216	BEDFORD FAIR LIFESTYLES
Registration Number:	3092294	BEDFORD FAIR SHOESTYLES
Registration Number:	2991988	BFA CLASSICS
Registration Number:	3019960	CLOTHES THAT DO MORE FOR LESS
Registration Number:	3243509	FOR ALL YOU ARE
Registration Number:	3273859	BFA CLASSICS
Registration Number:	3193041	WILLOW RIDGE
Registration Number:	1469163	TROPICOOOL
Registration Number:	1893194	COMFORT EASE
Registration Number:	0924751	JB
Registration Number:	0854692	NPC
Registration Number:	1656300	SCANDIA WOODS
Registration Number:	1991573	SILHOUETTE SLIMMER
Registration Number:	2010722	STIK-TITE
Registration Number:	1615823	STONYBROOK
Registration Number:	1624256	BLAIR
Registration Number:	2061091	BLAIR
Registration Number:	2008690	BLAIR
Registration Number:	2134847	BLAIR
Registration Number:	1584039	IMPROVED LIVING
Registration Number:	1422914	BLAIR
Registration Number:	1283914	BLAIR
Registration Number:	0790047	JOHN BLAIR
Registration Number:	1360765	PERSONAL CHOICE

	3311249	BLAIR
Registration Number:	3374988	BLAIR
Registration Number:	3262468	BLAIR
Registration Number:	1563972	BLAIR
Registration Number:	1626066	BLAIR BOUTIQUE
Registration Number:	2894537	BLAIR DELMONICO
Registration Number:	1636210	BLAIR-PLUS
Registration Number:	1582710	ELISABETH WILLIAMS
Registration Number:	3739695	IMPROVED LIVING
Registration Number:	3739703	IMPROVED LIVING
Registration Number:	3857523	IMPROVED LIVING
Registration Number:	1543353	IMPROVED LIVING
Registration Number:	0930561	JOHN BLAIR
Registration Number:	0910968	JOHN BLAIR
Registration Number:	3603863	LADY BLAIR
Registration Number:	3425807	LADY BLAIR
Registration Number:	3274113	WILLOW RIDGE
Registration Number:	1051930	BLAIRGUARD
Registration Number:	2793723	ADJUST-A-BAND
Registration Number:	1558163	IRVINE PARK
Registration Number:	2877447	CLASSIC COMFORT
Registration Number:	2456703	D & D
Registration Number:	3056392	DD
Registration Number:	3038382	DD
Registration Number:	3036662	DRAPER'S & DAMON'S
Registration Number:	2346876	DRAPER'S & DAMON'S
Registration Number:	2766953	DRAPER'S STUDIO
Registration Number:	2891338	RED BUTTON
Registration Number:	2901717	RED BUTTON
Registration Number:	3136949	SIGNATURE KNITS
Registration Number:	2877618	WEB ONLY
Registration Number:	2557800	FIGI'S
Registration Number:	2359870	CREAMY COUNTRY
Registration Number:	1236298	GIFTS IN GOOD TASTE
Registration Number:	2653990	GOLD VIOLIN

	2639135	GOLD VIOLIN
Registration Number:	2519292	GOLD VIOLIN
Registration Number:	3341330	GOLD VIOLIN HELPFUL PRODUCTS FOR INDEPENDENT LIVING
Registration Number:	1871948	BOUTIQUE EUROPA
Registration Number:	1797101	AMERICAN SWEETHEART
Registration Number:	2457019	ADRIAN DELAFIELD
Registration Number:	3808389	ACTIVE JOE
Registration Number:	2907808	ADJUST-O-PEDIC
Registration Number:	2457017	CASUAL JOE
Registration Number:	2494007	EXECUTIVE DIVISION
Registration Number:	3830498	FIT FOREVER
Registration Number:	3798720	H SALON BY HABAND!
Registration Number:	2712960	HABAND
Registration Number:	2535540	HABAND TRAVELERS
Registration Number:	3101303	HEALTHRITE
Registration Number:	2622820	JACK FROST
Registration Number:	3836754	LION'S DEN
Registration Number:	3749522	MOON BEAMS
Registration Number:	2457016	STAG HILL
Registration Number:	3315764	COMFORT CORNER
Registration Number:	2675815	YUMMY
Registration Number:	1773058	HAYMAKER
Registration Number:	2777318	THE TOG SHOP
Registration Number:	1910140	THE TOG SHOP
Registration Number:	1809067	APPLESEED'S
Registration Number:	1771355	APPLESEED'S
Registration Number:	0941094	
Registration Number:	0921309	JOHNNY APPLESEED'S
Registration Number:	0756119	JOHNNY APPLESEED'S
Registration Number:	0769116	
Registration Number:	1734064	LINEN SOURCE
Registration Number:	2350247	LINEN SOURCE SOFT SUEDES
Registration Number:	3611841	LINENSOURCE ONE DESTINATION. ENDLESS POSSIBILITIES.

Registration Number:	2578026	LINENSOURCE
Registration Number:	1458975	BAYO-N-OX
Registration Number:	1186245	INTIME
Registration Number:	0816640	"KICKS" BY WILROY
Registration Number:	1165943	BROWNSTONE STUDIO
Registration Number:	0989000	BROWNSTONE STUDIO
Registration Number:	0925944	WILROY
Registration Number:	0802301	WILROY
Registration Number:	2886697	RUNWAY FASHIONS AT RUNAWAY PRICES
Registration Number:	3115587	BROWNSTONE WOMAN
Registration Number:	1554789	LEW MAGRAM
Registration Number:	2428122	SPA GEAR
Registration Number:	3213272	MONTEREY BAY FOOTWEAR
Registration Number:	2966236	MONTEREY BAY CLOTHING COMPANY
Registration Number:	1189696	
Registration Number:	1183893	PANAMA CRUSHER
Registration Number:	1168264	LIGHTNING BUG
Registration Number:	1204997	EARLY WINTERS
Registration Number:	1444563	SOLUTIONS
Registration Number:	2406381	CITY EXPRESS
Registration Number:	2477530	SCOZIES
Registration Number:	2415818	SLUMBER SOCKS
Registration Number:	2537693	TRAVELER'S SUEDE
Registration Number:	2533750	A WORLD OF UNFORGETTABLE GIFTS
Registration Number:	2130811	AUTO-SIZER
Registration Number:	1924709	AUTO-SIZER
Registration Number:	2139253	
Registration Number:	1143074	EARLY WINTERS
Registration Number:	2491496	FLY RIGHT
Registration Number:	1923811	FREQUENT FLYER
Registration Number:	1224105	NORM THOMPSON
Registration Number:	2941000	PERFECT-FIT
Registration Number:	3164327	PRODUCTS THAT MAKE LIFE EASIER
Registration Number:	3056248	SAHALIE
Registration Number:	2462813	SAVE YOUR BACK

	2229572	SHEEPKINS
Registration Number:	2180573	SHIKARI
Registration Number:	2357806	SOLTEX
Registration Number:	2369890	SOLUTIONS
Registration Number:	2614820	WATERFRONT LIVING
Registration Number:	3743647	WOOPY
Registration Number:	2516310	ZIP DRY
Registration Number:	1976238	DEPARTURES
Registration Number:	1915012	ALWAYS- FIT
Registration Number:	0879325	DEPARTURE
Registration Number:	0946841	ESCAPE FROM THE ORDINARY
Registration Number:	1811578	FURNACE SHIRT
Registration Number:	3502248	GETTING OFF THE BEATEN PATH
Registration Number:	2645893	MILE MATES
Registration Number:	1348672	NORM THOMPSON
Registration Number:	1580795	THE PRIMARY LAYER
Registration Number:	1284733	ESCAPE FROM THE ORDINARY
Registration Number:	1753081	RESERVE HARVEST
Registration Number:	1940484	WINTERSILKS
Serial Number:	77359917	OLD PUEBLO TRADERS AT HOME
Serial Number:	77360104	BEDFORD FAIR AT HOME
Serial Number:	77899335	HAPPY GOODS COMPANY
Serial Number:	77787976	WALKER & FETCH
Serial Number:	75716806	DUKE
Serial Number:	75759285	DUKE BELTED CHINOS
Serial Number:	77777616	GOLD COAST
Serial Number:	85029345	H NEW YORK
Serial Number:	77806218	H SALON
Serial Number:	85002015	MOON BEAMS
Serial Number:	77734116	LESTER SQUARE
Serial Number:	85108179	BODY ESSENTIALS
Serial Number:	85106284	PERFECT-FIT
Serial Number:	85058432	ORCHARD BRANDS
Serial Number:	77797851	ORCHARD BRANDS
Serial Number:	77797863	ORCHARD BRANDS

	2823666	WHATEVER IT TAKES
Serial Number:	85245427	THE VALUE STORE

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:	755647
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	04/27/2011

Total Attachments: 20
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Trademark Recordation form

CONTINUATION OF INFORMATION IN ITEM 1

Additional Conveying party names:

1. Bedford Fair Apparel, Inc.
Delaware Corporation
2. Blair Holdings, Inc.
Delaware Corporation
3. Blair LLC
Delaware Corporation
4. Draper's & Damon's LLC
California Corporation
5. Gold Violin LLC
Delaware Corporation
6. Haband Company LLC
Delaware Corporation
7. Johnny Appleseed's, Inc.
Massachusetts Corporation
8. Linen Source Acquisition LLC
Delaware
9. LM&B Catalog, Inc.
Delaware Corporation
10. Monterey Bay Clothing Company, Inc.
Delaware Corporation
11. Norm Thompson Outfitters, Inc.
Oregon Corporation
12. Orchard Brands Corporation
Delaware Corporation
13. Wintersilks, LLC
Florida LLC

TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of April 25, 2011, by the undersigned pledgors (individually a "Pledgor" and collectively, the "Pledgors"), in favor of PNC BANK, NATIONAL ASSOCIATION, in its capacity as Agent (together with any successors in such capacity, the "Agent").

WITNESSETH:

Whereas, the Pledgors are party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

Now, Therefore, in consideration of the premises and to induce the Agent, for the benefit of the Secured Parties, to enter into the Security Agreement and the Credit Agreement, the Pledgors hereby agree with the Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Agent shall otherwise determine.


SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ARIZONA MAIL ORDER COMPANY, INC.

By: 
Name: T. Neale Attenborough
Title: Chief Executive Officer


BEDFORD FAIR APPAREL, INC.

By: 
Name: T. Neale Attenborough
Title: Chief Executive Officer

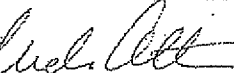
BLAIR HOLDINGS, INC.

By: 
Name: T. Neale Attenborough
Title: President

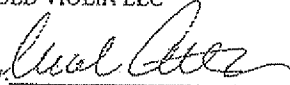
BLAIR LLC

By: 
Name: T. Neale Attenborough
Title: President

DRAPER'S & DAMON'S LLC

By: 
Name: T. Neale Attenborough
Title: President

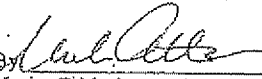
GOLD VIOLIN LLC

By: 
Name: T. Neale Attenborough
Title: President

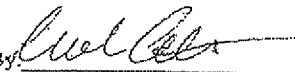
HABAND COMPANY LLC

By: 
Name: T. Neale Attenborough
Title: Treasurer

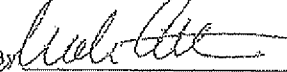
JOHNNY APPLESEED'S, INC.

By: 
Name: T. Neale Attenborough
Title: Chief Executive Officer


LINEN SOURCE ACQUISITION LLC

By: 
Name: T. Neale Attenborough
Title: Chief Executive Officer

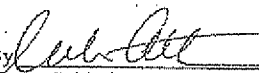
LM&B CATALOG, INC.

By 
Name: T. Neale Attenborough
Title: Chief Executive Officer


MONTEREY BAY CLOTHING COMPANY, INC.

By 
Name: T. Neale Attenborough
Title: Chief Executive Officer

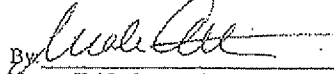
NORM THOMPSON OUTFITTERS, INC.

By 
Name: T. Neale Attenborough
Title: Chief Executive Officer

ORCHARD BRANDS CORPORATION

By 
Name: T. Neale Attenborough
Title: Chief Executive Officer

WINTERSILKS, LLC

By: 

Name: T. Neale Attenborough
Title: Chief Executive Officer

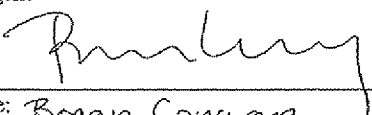
AGREED TO AND ACCEPTED:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: _____
Name:
Title:

AGREED TO AND ACCEPTED:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: 
Name: Brian Conway
Title: Vice President

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
ARIZONA MAIL ORDER COMPANY	78846774	3694253	DANCING DOLLS
ARIZONA MAIL ORDER COMPANY	77411482	3508463	SHOP THE BAY
ARIZONA MAIL ORDER COMPANY	77411515	3511824	SHOP THE BAY.COM
ARIZONA MAIL ORDER COMPANY	77411053	3546229	SMART FIT
ARIZONA MAIL ORDER COMPANY, INC.	74676920	1966945	BARONESS DE WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	71039493	0073661	COWARD
ARIZONA MAIL ORDER COMPANY, INC.	74020955	1649648	REGALIA
ARIZONA MAIL ORDER COMPANY, INC.	73153946	1126618	AMBASSADOR
ARIZONA MAIL ORDER COMPANY, INC.	75390967	2214562	DAVID CALAIS
ARIZONA MAIL ORDER COMPANY, INC.	72308038	0885089	DRY DOCK BY SERBIN
ARIZONA MAIL ORDER COMPANY, INC.	74145319	1680348	INTIMATE APPEAL
ARIZONA MAIL ORDER COMPANY, INC.	73220013	1168377	LADY "A"
ARIZONA MAIL ORDER COMPANY, INC.	73220012	1180174	LADY AMBASSADOR
ARIZONA MAIL ORDER COMPANY, INC.	73616143	1435705	MARK REED
ARIZONA MAIL ORDER COMPANY, INC.	73311144	1202124	NANCY'S CHOICE

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
ARIZONA MAIL ORDER COMPANY, INC.	71671532	0606130	SERBIN
ARIZONA MAIL ORDER COMPANY, INC.	73687002	1503096	SERBIN SPORT
ARIZONA MAIL ORDER COMPANY, INC.	73171435	1133650	SERENDIPITY
ARIZONA MAIL ORDER COMPANY, INC.	73778622	1556819	VALUE SHOWCASE
ARIZONA MAIL ORDER COMPANY, INC.	75127842	2055472	VICKI WAYNE'S
ARIZONA MAIL ORDER COMPANY, INC.	73508579	1336665	VICKI WAYNE'S
ARIZONA MAIL ORDER COMPANY, INC.	73465909	1342544	OLD PUEBLO TRADERS VICKI WAYNE'S
ARIZONA MAIL ORDER COMPANY, INC.	73508538	1336664	OLD PUEBLO TRADERS
ARIZONA MAIL ORDER COMPANY, INC.	73683187	1499030	UNIQUE PETITE
ARIZONA MAIL ORDER COMPANY, INC.	73505011	1370230	HEAVENLY COMFORT
ARIZONA MAIL ORDER COMPANY, INC.	73647797	1458320	EASY LIVING
ARIZONA MAIL ORDER COMPANY, INC.	77350969	3667359	COORDINATES BY VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	77350526	3667358	ESSENTIALS BY VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	78828887	3478146	ESSENTIALS BY VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	77351022	3547992	SIGNATURE COLLECTION BY VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	78842093	3321356	SIGNATURE COLLECTION BY VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	78828910	3478147	STUDIO SERIES BY VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	78828818	3469545	VICKI BLUE
ARIZONA MAIL ORDER COMPANY, INC.	77232221	3489860	COORDINATES BY VICKI WAYNE

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
ARIZONA MAIL ORDER COMPANY, INC.	78440739	2970745	COWARD
ARIZONA MAIL ORDER COMPANY, INC.	78310426	2973895	INTIMATE APPEAL
ARIZONA MAIL ORDER COMPANY, INC.	78861661	3482356	JUDY BOND
ARIZONA MAIL ORDER COMPANY, INC.	78366105	2991919	OLD PUEBLO TRADERS
ARIZONA MAIL ORDER COMPANY, INC.	77359917		OLD PUEBLO TRADERS AT HOME
ARIZONA MAIL ORDER COMPANY, INC.	78440747	3097394	THE FASHION SPECIALISTS
ARIZONA MAIL ORDER COMPANY, INC.	78313936	3019664	TUMBLEWEEDS
ARIZONA MAIL ORDER COMPANY, INC.	78897880	3393331	VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	78979626	3373165	VICKI WAYNE
ARIZONA MAIL ORDER COMPANY, INC.	77801841	3783780	SMARTFIT
ARIZONA MAIL ORDER COMPANY, INC.	6482770		CXT CLASSICS
ARIZONA MAIL ORDER COMPANY, INC.	6482769	6482769	INTIMATE APPEAL
ARIZONA MAIL ORDER COMPANY, INC.	6482768	6482768	MARK REED
ARIZONA MAIL ORDER COMPANY, INC.	6482669	6482669	VICKI WAYNE
BEDFORD FAIR APPAREL, INC.	78382773	3013102	BEDFORD FAIR
BEDFORD FAIR APPAREL, INC.	78355680	3125637	BEDFORD FAIR APPAREL
BEDFORD FAIR APPAREL, INC.	78382761	3062215	BEDFORD FAIR LIFESTYLES
BEDFORD FAIR APPAREL, INC.	78382765	3062216	BEDFORD FAIR LIFESTYLES
BEDFORD FAIR APPAREL, INC.	78440731	3092294	BEDFORD FAIR SHOESTYLES

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
BEDFORD FAIR APPAREL, INC.	78382774	2991988	BFA CLASSICS
BEDFORD FAIR APPAREL, INC.	78400389	3019960	CLOTHES THAT DO MORE FOR LESS
BEDFORD FAIR APPAREL, INC.	78382778	3243509	FOR ALL YOU ARE
BEDFORD FAIR APPAREL, INC.	77360104		BEDFORD FAIR AT HOME
BEDFORD FAIR APPAREL, INC.	77022411	3273859	BFA CLASSICS
BEDFORD FAIR APPAREL, INC.	78811142	3193041	WILLOW RIDGE
BEDFORD FAIR APPAREL, INC.	6482766	6482766	BFA CLASSICS
BLAIR CORPORATION	73658671	1469163	TROPICOOOL
BLAIR CORPORATION	74514149	1893194	COMFORT EASE
BLAIR CORPORATION	72363565	0924751	JB
BLAIR CORPORATION	72289415	0854692	NPC
BLAIR CORPORATION	73658667	1656300	SCANDIA WOODS
BLAIR CORPORATION	74457519	1991573	SILHOUETTE SLIMMER
BLAIR CORPORATION	74573523	2010722	STIK-TITE
BLAIR CORPORATION	74012298	1615823	STONYBROOK
BLAIR CORPORATION	74031929	1624256	BLAIR
BLAIR HOLDINGS INC.	75097096	2061091	BLAIR
BLAIR HOLDINGS INC.	75028617	2008690	BLAIR
BLAIR HOLDINGS INC.	75008109	2134847	BLAIR
BLAIR HOLDINGS INC.	73732092	1584039	IMPROVED LIVING
BLAIR HOLDINGS INC.	73450549	1422914	BLAIR
BLAIR HOLDINGS INC.	73402356	1283914	BLAIR
BLAIR HOLDINGS INC.	72200200	0790047	JOHN BLAIR
BLAIR HOLDINGS INC.	73525941	1360765	PERSONAL CHOICE
BLAIR HOLDINGS INC.	77086960	3311249	BLAIR
BLAIR HOLDINGS INC.	77058143	3374988	BLAIR
BLAIR HOLDINGS INC.	78617467	3262468	BLAIR

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
BLAIR HOLDINGS INC.	73780989	1563972	BLAIR
BLAIR HOLDINGS INC.	74013171	1626066	BLAIR BOUTIQUE
BLAIR HOLDINGS INC.	76510924	2894537	BLAIR DELMONICO
BLAIR HOLDINGS INC.	74053658	1636210	BLAIR-PLUS
BLAIR HOLDINGS INC.	73813427	1582710	ELISABETH WILLIAMS
BLAIR HOLDINGS INC.	77899335		HAPPY GOODS COMPANY
BLAIR HOLDINGS INC.	77762055	3739695	IMPROVED LIVING
BLAIR HOLDINGS INC.	77762149	3739703	IMPROVED LIVING
BLAIR HOLDINGS INC.	77624585	3857523	IMPROVED LIVING
BLAIR HOLDINGS INC.	73738785	1543353	IMPROVED LIVING
BLAIR HOLDINGS INC.	72381037	0930561	JOHN BLAIR
BLAIR HOLDINGS INC.	72362270	0910968	JOHN BLAIR
BLAIR HOLDINGS INC.	77369755	3603863	LADY BLAIR
BLAIR HOLDINGS INC.	77231573	3425807	LADY BLAIR
BLAIR HOLDINGS INC.	77787976		WALKER & FETCH
BLAIR HOLDINGS INC.	77081811	3274113	WILLOW RIDGE
BLAIR HOLDINGS INC.	73073546	1051930	BLAIRGUARD
BLAIR LLC	76351903	2793723	ADJUST-A-BAND
BLAIR LLC	73781458	1558163	IRVINE PARK
DRAPER'S & DAMON'S, INC.	78270022	2877447	CLASSIC COMFORT
DRAPER'S & DAMON'S, INC.	75696012	2456703	D & D
DRAPER'S & DAMON'S, INC.	78371377	3056392	DD
DRAPER'S & DAMON'S, INC.	78371401	3038382	DD
DRAPER'S & DAMON'S, INC.	78371352	3036662	DRAPER'S & DAMON'S
DRAPER'S & DAMON'S, INC.	75640364	2346876	DRAPER'S & DAMON'S
DRAPER'S & DAMON'S, INC.	78193608	2766953	DRAPER'S STUDIO
DRAPER'S & DAMON'S, INC.	78294089	2891338	RED BUTTON
DRAPER'S & DAMON'S, INC.	78294113	2901717	RED BUTTON
DRAPER'S & DAMON'S, INC.	78512989	3136949	SIGNATURE KNITS
DRAPER'S & DAMON'S, INC.	78294099	2877618	WEB ONLY
FIGI'S INC.	75886238	2557800	FIGI'S
FIGI'S INC.	75687609	2359870	CREAMY COUNTRY

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
FIGI' S INC.	73365057	1236298	GIFTS IN GOOD TASTE
GOLD VIOLIN, INC.	76316134	2653990	GOLD VIOLIN
GOLD VIOLIN, INC.	76316150	2639135	GOLD VIOLIN
GOLD VIOLIN, INC.	75871713	2519292	GOLD VIOLIN
GOLD VIOLIN, INC.	78707507	3341330	GOLD VIOLIN HELPFUL PRODUCTS FOR INDEPENDENT LIVING
HABAND COMPANY	74313491	1871948	BOUTIQUE EUROPA
HABAND COMPANY	74271881	1797101	AMERICAN SWEETHEART
HABAND COMPANY, INC.	75897003	2457019	ADRIAN DELAFIELD
HABAND COMPANY, INC.	77777631	3808389	ACTIVE JOE
HABAND COMPANY, INC.	76527698	2907808	ADJUST-O-PEDIC
HABAND COMPANY, INC.	75896701	2457017	CASUAL JOE
HABAND COMPANY, INC.	75716806		DUKE
HABAND COMPANY, INC.	75759285		DUKE BELTED CHINOS
HABAND COMPANY, INC.	75896702	2494007	EXECUTIVE DIVISION
HABAND COMPANY, INC.	77777639	3830498	FIT FOREVER
HABAND COMPANY, INC.	77777616		GOLD COAST
HABAND COMPANY, INC.	85029345		H NEW YORK
HABAND COMPANY, INC.	77806218		H SALON
HABAND COMPANY, INC.	77807284	3798720	H SALON BY HABAND!
HABAND COMPANY, INC.	76357469	2712960	HABAND
HABAND COMPANY, INC.	75896703	2535540	HABAND TRAVELERS
HABAND COMPANY, INC.	76596792	3101303	HEALTHRITE
HABAND COMPANY, INC.	75897002	2622820	JACK FROST
HABAND COMPANY, INC.	77777655	3836754	LION'S DEN
HABAND COMPANY, INC.	85002015		MOON BEAMS
HABAND COMPANY, INC.	77777700	3749522	MOON BEAMS
HABAND COMPANY, INC.	75896700	2457016	STAG HILL
HABAND COMPANY, LLC	77053998	3315764	COMFORT CORNER
JOHNNY APPLESEED HOLDINGS LIMITED	75618722	2675815	YUMMY
JOHNNY APPLESEED'S INC.	74318369	1773058	HAYMAKER

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
JOHNNY APPLESEED'S INC.	77734116		LESTER SQUARE
JOHNNY APPLESEED'S INC.	76339685	2777318	THE TOG SHOP
JOHNNY APPLESEED'S INC.	74318388	1910140	THE TOG SHOP
JOHNNY APPLESEED'S INC.	74333322	1809067	APPLESEED'S
JOHNNY APPLESEED'S INC.	74303455	1771355	APPLESEED'S
JOHNNY APPLESEED'S INC.	72367296	0941094	Design Only
JOHNNY APPLESEED'S INC.	72367139	0921309	JOHNNY APPLESEED'S
JOHNNY APPLESEED'S INC.	72139756	0756119	JOHNNY APPLESEED'S
JOHNNY APPLESEED'S INC.	72170752	0769116	Design Only
LINEN SOURCE, INC.	74150693	1734064	LINEN SOURCE
LINEN SOURCE, INC.	75767002	2350247	LINEN SOURCE SOFT SUEDES
LINEN SOURCE, INC.	77569772	3611841	LINENSOURCE ONE DESTINATION. ENDLESS POSSIBILITIES.
LINEN SOURCE, INC.	76215957	2578026	LINENSOURCE
LINEN SOURCE, INC.	1458975	1458975	LINEN SOURCE SOFT SUEDES
LM & B CATALOG, INC.	73285593	1186245	INTIME
LM&B CATALOG, INC. DBA ARIZONA MAIL ORDER CO., INC.	72216766	0816640	"KICKS" BY WILROY
LM&B CATALOG, INC. DBA ARIZONA MAIL ORDER CO., INC.	73230817	1165943	BROWNSTONE STUDIO
LM&B CATALOG, INC. DBA ARIZONA MAIL ORDER CO., INC.	72463633	0989000	BROWNSTONE STUDIO
LM&B CATALOG, INC. DBA ARIZONA MAIL ORDER CO., INC.	72389088	0925944	WILROY
LM&B CATALOG, INC. DBA ARIZONA MAIL ORDER CO., INC.	72206793	0802301	WILROY
LM&B CATALOG, INC.	78310419	2886697	RUNWAY FASHIONS AT RUNAWAY PRICES
LM&B CATALOG, INC.	76308194	3115587	BROWNSTONE WOMAN

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
LM&B CATALOG, INC.	73731687	1554789	LEW MAGRAM
MONTEREY BAY CLOTHING COMPANY, INC.	75783604	2428122	SPA GEAR
MONTEREY BAY CLOTHING COMPANY, INC.	78878556	3213272	MONTEREY BAY FOOTWEAR
MONTEREY BAY CLOTHING COMPANY, INC.	6482767	6482767	MONTEREY BAY
MONTEREY BAY CLOTHING COMPANY, INC.	78242057	2966236	MONTEREY BAY CLOTHING COMPANY
NORM THOMPSON OUTFITTERS INC	73195388	1189696	Design Only
NORM THOMPSON OUTFITTERS, INC	73265674	1183893	PANAMA CRUSHER
NORM THOMPSON OUTFITTERS, INC	73265673	1168264	LIGHTNING BUG
NORM THOMPSON OUTFITTERS, INC.	73318776	1204997	EARLY WINTERS
NORM THOMPSON OUTFITTERS, INC. DBA SOLUTIONS	73591350	1444563	SOLUTIONS
NORM THOMPSON OUTFITTERS, INC.	75892180	2406381	CITY EXPRESS
NORM THOMPSON OUTFITTERS, INC.	75892183	2477530	SCOZIES
NORM THOMPSON OUTFITTERS, INC.	75892182	2415818	SLUMBER SOCKS
NORM THOMPSON OUTFITTERS, INC.	75892181	2537693	TRAVELER'S SUEDE
NORM THOMPSON OUTFITTERS, INC.	76069582	2533750	A WORLD OF UNFORGETTABLE GIFTS
NORM THOMPSON OUTFITTERS, INC.	74391243	2130811	AUTO-SIZER
NORM THOMPSON OUTFITTERS, INC.	74802278	1924709	AUTO-SIZER
NORM THOMPSON OUTFITTERS, INC.	75290594	2139253	Design Only
NORM THOMPSON OUTFITTERS, INC.	73194311	1143074	EARLY WINTERS

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
NORM THOMPSON OUTFITTERS, INC.	75980635	2491496	FLY RIGHT
NORM THOMPSON OUTFITTERS, INC.	74592966	1923811	FREQUENT FLYER
NORM THOMPSON OUTFITTERS, INC.	73249574	1224105	NORM THOMPSON
NORM THOMPSON OUTFITTERS, INC.	78318795	2941000	PERFECT-FIT
NORM THOMPSON OUTFITTERS, INC.	76338287	3164327	PRODUCTS THAT MAKE LIFE EASIER
NORM THOMPSON OUTFITTERS, INC.	78306912	3056248	SAHALIE
NORM THOMPSON OUTFITTERS, INC.	75868242	2462813	SAVE YOUR BACK
NORM THOMPSON OUTFITTERS, INC.	75290595	2229572	SHEEPKINS
NORM THOMPSON OUTFITTERS, INC.	75326211	2180573	SHIKARI
NORM THOMPSON OUTFITTERS, INC.	75813468	2357806	SOLTEX
NORM THOMPSON OUTFITTERS, INC.	75501536	2369890	SOLUTIONS
NORM THOMPSON OUTFITTERS, INC.	76262301	2614820	WATERFRONT LIVING
NORM THOMPSON OUTFITTERS, INC.	77465824	3743647	WOOPY
NORM THOMPSON OUTFITTERS, INC.	75813469	2516310	ZIP DRY
NORM THOMPSON OUTFITTERS, INC.	74647880	1976238	DEPARTURES
NORM THOMPSON OUTFITTERS, INC.	74391242	1915012	ALWAYS-FIT
NORM THOMPSON OUTFITTERS, INC.	85108179		BODY ESSENTIALS
NORM THOMPSON OUTFITTERS, INC.	72317616	0879325	DEPARTURE
NORM THOMPSON OUTFITTERS, INC.	72390844	0946841	ESCAPE FROM THE ORDINARY

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
NORM THOMPSON OUTFITTERS, INC.	74259147	1811578	FURNACE SHIRT
NORM THOMPSON OUTFITTERS, INC.	77048617	3502248	GETTING OFF THE BEATEN PATH
NORM THOMPSON OUTFITTERS, INC.	78095548	2645893	MILE MATES
NORM THOMPSON OUTFITTERS, INC.	73382473	1348672	NORM THOMPSON
NORM THOMPSON OUTFITTERS, INC.	85106284		PERFECT-FIT
NORM THOMPSON OUTFITTERS, INC.	73806146	1580795	THE PRIMARY LAYER
NORM THOMPSON OUTFITTERS, INC.	73404671	1284733	ESCAPE FROM THE ORDINARY
NORM THOMPSON OUTFITTERS, INC.	74800670	1753081	RESERVE HARVEST
ORCHARD BRANDS CORPORATION	85058432		ORCHARD BRANDS
ORCHARD BRANDS CORPORATION	77797851		ORCHARD BRANDS
ORCHARD BRANDS CORPORATION	77797863		ORCHARD BRANDS
WINTERSILKS, LLC	74503005	1940484	WINTERSILKS

BLAIR LLC LIMITED LIABILITY COMPANY DELAWARE 220 HICKORY STREET WARREN PENNSYLVANIA 16366	THE VALUE STORE	85245427	
(REGISTRANT) CALIFORNIA STYLE, INC. CORPORATION DELAWARE 5823 NEWTON DRIVE CARLSBAD CALIFORNIA 92008 (LAST LISTED OWNER) MONTERAY BAY CLOTHING COMPANY, INC. CORPORATION DELAWARE 3740 EAST 34TH STREET TUSCON ARIZONA 85713	WHATEVER IT TAKES	76021791	2823666