

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Capital, Ltd. (successor by merger to American Capital Financial Services, Inc.), as Administrative Agent		04/25/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Arizona Mail Order Company, Inc.
Street Address:	3740 E. 34th Street
City:	Tucson
State/Country:	ARIZONA
Postal Code:	85713
Entity Type:	CORPORATION: DELAWARE

Name:	Bedford Fair Apparel, Inc.
Street Address:	3740 E. 34th Street
City:	Tucson
State/Country:	ARIZONA
Postal Code:	85713
Entity Type:	CORPORATION: DELAWARE

Name:	LM&B Catalog, Inc.
Street Address:	3740 E. 34th Street
City:	Tucson
State/Country:	ARIZONA
Postal Code:	85713
Entity Type:	CORPORATION: DELAWARE

Name:	Monterey Bay Clothing Company, Inc.
Street Address:	30 Tozer Road
City:	Beverly

CH \$2015.00 1523901

900192870

TRADEMARK
 REEL: 004548 FRAME: 0898

State/Country:	MASSACHUSETTS
Postal Code:	01915
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 80

Property Type	Number	Word Mark
Registration Number:	1523901	APPOINTMENTS
Registration Number:	1126618	AMBASSADOR
Registration Number:	1525538	APPOINTMENTS
Registration Number:	1966945	BARONESS DE WAYNE
Registration Number:	1500504	CLOTHES TO HOME
Registration Number:	3489860	COORDINATES BY VICKI WAYNE
Registration Number:	0073661	COWARD
Registration Number:	2970745	COWARD
Registration Number:	3183895	CXT CLASSICS
Registration Number:	2214562	DAVID CALAIS
Registration Number:	0885089	DRY DOCK BY SERBIN
Registration Number:	0858631	DULOTTES
Registration Number:	3478146	ESSENTIALS BY VICKI WAYNE
Registration Number:	3457345	HAVE IT ALL... STYLE... FIT AND VALUE... SIZES 14W TO 44W
Registration Number:	1370230	HEAVENLY COMFORT
Registration Number:	1073151	HEIRESS II
Registration Number:	1680348	INTIMATE APPEAL
Registration Number:	2973895	INTIMATE APPEAL
Registration Number:	3482356	JUDY BOND
Registration Number:	1168377	LADY "A"
Registration Number:	1180174	LADY AMBASSADOR
Registration Number:	1435705	MARK REED
Registration Number:	1202124	NANCY'S CHOICE
Registration Number:	1336664	OLD PUEBLO TRADERS
Registration Number:	2991919	OLD PUEBLO TRADERS
Registration Number:	1342544	OLD PUEBLO TRADERS VICKI WAYNE'S
Registration Number:	2608612	PRELUDE
Registration Number:	1649648	REGALIA

Registration Number:	3087197	RIGHT STYLE·RIGHT PRICE·RIGHT NOW!
Registration Number:	0606130	SERBIN
Registration Number:	1503096	SERBIN SPORT
Registration Number:	1133650	SERENDIPITY
Registration Number:	3321356	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	2687684	SMARTFIT
Registration Number:	1493256	SWITCHES
Registration Number:	3097394	THE FASHION SPECIALISTS
Registration Number:	3019664	TUMBLEWEEDS
Registration Number:	1499030	UNIQUE PETITE
Registration Number:	1556819	VALUE SHOWCASE
Registration Number:	3469545	VICKI BLUE
Registration Number:	3393331	VICKI WAYNE
Registration Number:	3373165	VICKI WAYNE
Registration Number:	1336665	VICKI WAYNE'S
Registration Number:	2055472	VICKI WAYNE'S
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:	3273859	BFA CLASSICS
Registration Number:	2991988	BFA CLASSICS
Registration Number:	3019960	CLOTHES THAT DO MORE FOR LESS
Registration Number:	3274113	WILLOW RIDGE
Registration Number:	3193041	WILLOW RIDGE
Registration Number:	3243509	FOR ALL YOU ARE
Registration Number:	0816640	"KICKS" BY WILROY
Registration Number:	1506560	ADRIAN-AVERY
Registration Number:	0989000	BROWNSTONE STUDIO
Registration Number:	3115587	BROWNSTONE WOMAN
Registration Number:	1186245	INTIME
Registration Number:	1554789	LEW MAGRAM
Registration Number:	2886697	RUNWAY FASHIONS AT RUNAWAY PRICES
Registration Number:	1165943	BROWNSTONE STUDIO

	0802301	WILROY
Registration Number:	0925944	WILROY
Registration Number:	2823666	WHATEVER IT TAKES
Registration Number:	3213272	MONTEREY BAY FOOTWEAR
Registration Number:	2428122	SPA GEAR
Registration Number:	2966236	MONTEREY BAY CLOTHING COMPANY
Serial Number:	77358232	COMFORT IS ALWAYS IN STYLE
Serial Number:	77350969	COORDINATES BY VICKI WAYNE
Serial Number:	78846774	DANCING DOLLS
Serial Number:	77350526	ESSENTIALS BY VICKI WAYNE
Serial Number:	78828928	FAVORITES BY VICKI WAYNE'S
Serial Number:	77359917	OLD PUEBLO TRADERS AT HOME
Serial Number:	77411482	SHOP THE BAY
Serial Number:	77411515	SHOP THE BAY.COM
Serial Number:	77351022	SIGNATURE COLLECTION BY VICKI WAYNE
Serial Number:	77411053	SMART FIT
Serial Number:	77360104	BEDFORD FAIR AT HOME

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:	781677-25
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/26/2011

Total Attachments: 12
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made as of April [25], 2011 ("Effective Date") by and between **American Capital, Ltd.** (successor by merger to American Capital Financial Services, Inc.), in its capacity as Administrative Agent (as defined in the Credit Agreement) ("Grantee"), and **Arizona Mail Order Company, Inc., Bedford Fair Apparel, Inc., LM&B Catalog, Inc. and Monterey Bay Clothing Company, Inc.** (collectively, "Grantor"). Capitalized terms used but not defined herein have the meanings given to such terms in the Security Agreement (as defined herein).

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement ("Trademark Security Agreement") by and between Grantor and Grantee dated September 18, 2008, Grantor granted to Grantee a continuing security interest in and to the Trademarks (as defined in the Security Agreement), Goodwill (as defined in the Security Agreement) associated with such Trademarks, and all Proceeds (as defined in the Security Agreement) of any and all of the foregoing (other than Excluded Property), including, without limitation, those referred to on Schedule I hereto (collectively, the "Trademark Collateral").

WHEREAS, Grantor and Grantee entered into the Trademark Security Agreement pursuant to the terms and conditions of that certain Security Agreement by and between Grantor (each as a "New Pledgor" pursuant to the joinder agreement dated as of September 18, 2008) and Grantee dated as of April 30, 2007 (the "Security Agreement");

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office ("PTO") on February 3, 2009 at Reel/Frame 3939/0879 and on March 24, 2009 at Reel/Frame 3961/0749; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby terminates the Trademark Security Agreement, and hereby terminates, cancels and releases any and all security interests it has against the Trademark Collateral.

Grantee represents and warrants that: (i) it has the full power and authority to execute this Release; and (ii) it has not assigned, transferred, restricted or otherwise encumbered any security interest it has against the Trademark Collateral.

Grantee shall, at Grantor's expense, take all further actions, and provide to Grantor, Grantor's successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by Grantor to more fully and effectively effectuate the purposes of this Release.

* * * * *

IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.

American Capital, Ltd. (successor by merger to
American Capital Financial Services, Inc.), as
Administrative Agent

By: _____

Name: Gordon J. O'Brien

Title: President - Specialty Finance
and Operations

[Signature Page to Trademark Release]

TRADEMARK
REEL: 004548 FRAME: 0904

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

U.S. Federal Trademark Registrations:

Mark	Reg. No.	Registrant
APPOINTMENTS	1523901	Arizona Mail Order Company Inc.
AMBASSADOR	1126618	Arizona Mail Order Company, Inc.
APPOINTMENTS	1525538	Arizona Mail Order Company, Inc.
BARONESS DE WAYNE	1966945	Arizona Mail Order Company, Inc.
CLOTHES TO HOME	1500504	Arizona Mail Order Company, Inc.
COORDINATES BY VICKI WAYNE	3489860	Arizona Mail Order Company, Inc.
COWARD	0073661	Arizona Mail Order Company, Inc.
COWARD	2970745	Arizona Mail Order Company, Inc.
CXT CLASSICS	3183895	Arizona Mail Order Company, Inc.
DAVID CALAIS	2214562	Arizona Mail Order Company, Inc.
DRY DOCK BY SERBIN	0885089	Arizona Mail Order Company, Inc.
DULOTTES	0858631	Arizona Mail Order Company, Inc.
ESSENTIALS BY VICKI WAYNE'S	3478146	Arizona Mail Order Company, Inc.
HAVE IT ALL... STYLE... FIT AND VALUE... SIZES 14W TO 44W	3457345	Arizona Mail Order Company, Inc.
HEAVENLY	1370230	Arizona Mail Order

Mark	Reg. No.	Registrant
COMFORT		Company, Inc.
HEIRESS II	1073151	Arizona Mail Order Company, Inc.
INTIMATE APPEAL	1680348	Arizona Mail Order Company, Inc.
INTIMATE APPEAL	2973895	Arizona Mail Order Company, Inc.
JUDY BOND	3482356	Arizona Mail Order Company, Inc.
LADY "A"	1168377	Arizona Mail Order Company, Inc.
LADY AMBASSADOR	1180174	Arizona Mail Order Company, Inc.
MARK REED	1435705	Arizona Mail Order Company, Inc.
NANCY'S CHOICE	1202124	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS	1336664	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS	2991919	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS VICKI WAYNE'S	1342544	Arizona Mail Order Company, Inc.
PRELUDE	2608612	Arizona Mail Order Company, Inc.
REGALIA	1649648	Arizona Mail Order Company, Inc.
RIGHT STYLE-RIGHT PRICE-RIGHT NOW!	3087197	Arizona Mail Order Company, Inc.
SERBIN	0606130	Arizona Mail Order Company, Inc.
SERBIN SPORT	1503096	Arizona Mail Order Company, Inc.
SERENDIPITY	1133650	Arizona Mail Order Company, Inc.
SIGNATURE COLLECTION	3321356	Arizona Mail Order Company, Inc.

Mark	Reg. No.	Registrant
BY VICKI WAYNE		
SMARTFIT	2687684	Arizona Mail Order Company, Inc.
STUDIO SERIES BY VICKI WAYNE'S		Arizona Mail Order Company, Inc.
SWITCHES	1493256	Arizona Mail Order Company, Inc.
THE FASHION SPECIALISTS	3097394	Arizona Mail Order Company, Inc.
TUMBLEWEEDS	3019664	Arizona Mail Order Company, Inc.
UNIQUE PETITE	1499030	Arizona Mail Order Company, Inc.
VALUE SHOWCASE	1556819	Arizona Mail Order Company, Inc.
VICKI BLUE	3469546	Arizona Mail Order Company, Inc.
VICKI WAYNE	3393331	Arizona Mail Order Company, Inc.
VICKI WAYNE	3373165	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	1336665	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	2055472	Arizona Mail Order Company, Inc.
BEDFORD FAIR	3013102	Bedford Fair Apparel, Inc.
BEDFORD FAIR APPAREL	3125637	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	3062215	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	3062216	Bedford Fair Apparel, Inc.
BEDFORD FAIR SHOESTYLES	3092294	Bedford Fair Apparel, Inc.
BFA CLASSICS	3273859	Bedford Fair Apparel, Inc.
BFA CLASSICS	2991988	Bedford Fair Apparel, Inc.
CLOTHES THAT	3019960	Bedford Fair Apparel, Inc.

Mark	Reg. No.	Registrant
DO MORE FOR LESS		
WILLOW RIDGE	3274113	Bedford Fair Apparel, Inc.
WILLOW RIDGE	3193041	Bedford Fair Apparel, Inc.
FOR ALL YOU ARE	3243509	Bedford Fair Apparel, Inc.
"KICKS" BY WILROY	0816640	LM&B Catalog, Inc.
ADRIAN-AVERY	1506560	LM&B Catalog, Inc.
BROWNSTONE STUDIO	0989000	LM&B Catalog, Inc.
BROWNSTONE WOMAN	3115587	LM&B Catalog, Inc.
INTIME	1186245	LM&B Catalog, Inc.
LEW MAGRAM	1554789	LM&B Catalog, Inc.
RUNWAY FASHIONS AT RUNAWAY PRICES	2886697	LM&B Catalog, Inc.
BROWNSTONE STUDIO	1165943	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	0802301	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	0925944	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WHATEVER IT TAKES	2823666	Monterey Bay Clothing Company LLC
MONTEREY BAY FOOTWEAR	3213272	Monterey Bay Clothing Company, Inc.
SPA GEAR	2428122	Monterey Bay Clothing Company, Inc.
MONTEREY BAY CLOTHING COMPANY	2966236	Monterey Bay Clothing Company, LLC

U.S. Trademark Applications

Mark	Application Serial No.	Filing Date	Status	Applicant
COMFORT IS ALWAYS IN STYLE	77358232	12/21/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
COORDINATES BY VICKI WAYNE	77350969	12/13/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
DANCING DOLLS	78846774	03/27/06	Pending Intent To Use Suspended 2/13/08	Arizona Mail Order Company, Inc.
ESSENTIALS BY VICKI WAYNE	77350526	12/12/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
FAVORITES BY VICKI WAYNE'S	78828928	03/03/06	Published Intent To Use	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS AT HOME	77359917	12/27/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
SHOP THE BAY	77411482	03/03/08	Published Pending	Arizona Mail Order Company, Inc.
SHOP THE BAY.COM	77411515	03/03/08	Published Pending	Arizona Mail Order Company, Inc.
SIGNATURE COLLECTION BY VICKI WAYNE	77351022	12/13/07	Pending Intent To Use Allowed	Arizona Mail Order Company, Inc.
SMARTFIT	77411053	03/03/08	Pending	Arizona Mail Order Company, Inc.
BEDFORD FAIR AT HOME	77360104	12/27/07	Pending Suspended	Bedford Fair Apparel, Inc.

U.S. State Trademark Registrations and Applications

U.S. State	Trademark	Registration No.	Registration Date	Status	Registrant
U.S. State ARIZONA	INTIMATE APPEAL	27816	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	INTIMATE APPEAL	27817	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State CALIFORNIA	L. A. LADY	63639	05/28/81	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	L.A. LADY	27814	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	L.A. LADY	27815	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	NANCY'S CHOICE	27818	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	NANCY'S CHOICE	27819	09/27/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	OLD PUEBLO TRADERS - VICKI WAYNE'S	27570	07/10/89	Renewed	Arizona Mail Order Company, Inc.
U.S. State ARIZONA	SECRET SLIMMER	43319	09/24/99	Registered	Arizona Mail Order Company, Inc.

Foreign Trademark Registrations

Mark Name	Country	Registration #	Filing Date	Status	Registrant
BROWNSTONE STUDIOS	Hong Kong	301022903	12/28/2007	Registered	Lane Bryant Purchasing Corp.
INTIMATE APPEAL	Canada	TMA418201	12/23/1991	Registered	Amo Acquisition Inc.
OLD PUEBLO TRADERS	Canada	TMA412619	12/23/1991	Registered	Amo Acquisition Inc.
AMBASSADOR	Canada	TMA437538	12/24/91	Registered	Amo Acquisition Inc.
SERENDIPITY & DESIGN	Canada	TMA412621	12/31/91	Registered	Amo Acquisition Inc.
VALUE SHOWCASE	Canada	TMA417587	12/23/91	Registered	Amo Acquisition Inc.
VICKI WAYNE	Singapore	T0724085J	12/27/2007	Registered	Arizona Mail Order Company Inc.

Foreign Trademark Applications

Mark Name	Country	Application Serial	Filing Date	Status	Applicant
BFA CLASSICS	Malaysia			Proposed	Bedford Fair Apparel, Inc.
VICKI WAYNE	Dominican Republic			Proposed	Arizona Mail Order Company Inc.
VICKI WAYNE	Honduras			Proposed	Arizona Mail Order Company Inc.
VICKI WAYNE	Vietnam			Proposed	Arizona Mail Order Company Inc.
BFA CLASSICS	China	6482766	12/29/2007	Pending	Bedford Fair Apparel, Inc.
BFA CLASSICS	India	1636451	12/31/2007	Pending	Bedford Fair Apparel, Inc.
BFA CLASSICS	Singapore	T07241191	12/28/2007	Pending	Bedford Fair Apparel, Inc.
BFA CLASSICS	Vietnam	4200809435	5/6/2008	Pending	Bedford Fair Apparel, Inc.
BROWNSTONE STUDIOS	China	6482666	12/29/2007	Pending	Arizona Mail Order Company Inc.
CXT CLASSICS	China	6482770	12/29/2007	Pending	Arizona Mail Order Company Inc.
INTIMATE APPEAL	China	6482769	12/29/2007	Pending	Arizona Mail Order Company Inc.
LEW MAGRAM	China	6492307	1/4/2008	Pending	Lane Bryant Purchasing Corp.
LEW MAGRAM	India	1637687	1/3/2008	Pending	Lane Bryant Purchasing Corp.
MARK REED	China	6482768	12/29/2007	Pending	Arizona Mail Order Company Inc.
MONTEREY BAY	China	6482767	12/29/2007	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Malaysia	08000265	1/7/2008	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Singapore	T07241221	12/28/2007	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Thailand	683560	1/7/2008	Pending	Monterey Bay Clothing Company, Inc.
MONTEREY BAY	Vietnam	4200809434	5/6/2008	Pending	Monterey Bay Clothing Company, Inc.
VICKI WAYNE	China	6482669	12/29/2007	Pending	Arizona Mail Order Company Inc.

Mark Name	Country	Application Serial	Filing Date	Status	Applicant
VICKI WAYNE	India			Filed	Arizona Mail Order Company Inc.