

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
UBS AG, Stamford Branch, as Tranch A Administrative Agent		04/25/2011	Bank Corporation: SWITZERLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Haband Company LLC		
<b>Street Address:</b>	110 Bauer Drive		
<b>City:</b>	Oakland		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07436		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>Name:</b>	Johnny Appleseed's Inc.		
<b>Street Address:</b>	30 Tozer Road		
<b>City:</b>	Beverly		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01915		
<b>Entity Type:</b>	CORPORATION: MASSACHUSETTS		
<b>Name:</b>	Norm Thompson Outfitters, Inc.		
<b>Street Address:</b>	3188 NW Aloclek Drive		
<b>City:</b>	Hillsboro		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97124		
<b>Entity Type:</b>	CORPORATION: OREGON		
<b>Name:</b>	Draper's & Damon's LLC		
<b>Street Address:</b>	9 Pasture, Suite 200		
<b>City:</b>	Irvin		
<b>State/Country:</b>	CALIFORNIA		

CH \$2015.00 1523901

Postal Code:	92618
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

Name:	Blair LLC
Street Address:	220 Hickory Street
City:	Warren
State/Country:	PENNSYLVANIA
Postal Code:	16366
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Linen Source Acquisition LLC
Street Address:	30 Tozer Road
City:	Beverly
State/Country:	MASSACHUSETTS
Postal Code:	01915
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

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 Toser Road

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

Name:	Gold Violin LLC
Street Address:	138 Conant Street
Internal Address:	3rd Floor
City:	Beverly
State/Country:	MASSACHUSETTS
Postal Code:	01915
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Blair Holdings, Inc.
Street Address:	220 Hickory Street
City:	Warren
State/Country:	PENNSYLVANIA
Postal Code:	16366
Entity Type:	CORPORATION: DELAWARE

Name:	Wintersilks, LLC
Street Address:	30 Tozer Road
City:	Beverly
State/Country:	MASSACHUSETTS
Postal Code:	01915
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

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:	3469546	UNIVERS WORKPLACE BENEFITS
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
Registration Number:	0802301	WILROY
Registration Number:	0925944	WILROY
Registration Number:	2823666	WHATEVER IT TAKES
Registration Number:	3212272	INK! COFFEE
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

**TRADEMARK**

**REEL: 004548 FRAME: 0977**

	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:	781677-80
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/26/2011

**Total Attachments: 17**  
source=5-26-11 UBS-Haband 12-TM#page1.tif  
source=5-26-11 UBS-Haband 12-TM#page2.tif  
source=5-26-11 UBS-Haband 12-TM#page3.tif  
source=5-26-11 UBS-Haband 12-TM#page4.tif  
source=5-26-11 UBS-Haband 12-TM#page5.tif  
source=5-26-11 UBS-Haband 12-TM#page6.tif  
source=5-26-11 UBS-Haband 12-TM#page7.tif  
source=5-26-11 UBS-Haband 12-TM#page8.tif  
source=5-26-11 UBS-Haband 12-TM#page9.tif  
source=5-26-11 UBS-Haband 12-TM#page10.tif  
source=5-26-11 UBS-Haband 12-TM#page11.tif  
source=5-26-11 UBS-Haband 12-TM#page12.tif  
source=5-26-11 UBS-Haband 12-TM#page13.tif  
source=5-26-11 UBS-Haband 12-TM#page14.tif  
source=5-26-11 UBS-Haband 12-TM#page15.tif  
source=5-26-11 UBS-Haband 12-TM#page16.tif  
source=5-26-11 UBS-Haband 12-TM#page17.tif

**TERMINATION AND RELEASE OF  
TRADEMARK SECURITY AGREEMENT**

This TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT (the "Termination and Release") made as of the 23<sup>rd</sup> day of April, 2011, by UBS AG, STAMFORD BRANCH, in its capacity as Tranche A Administrative Agent pursuant to the Credit Agreement (as defined below) (in such capacity, the "Tranche A Administrative Agent") in favor of HABAND COMPANY LLC, JOHNNY APPLESEED'S, INC., NORM THOMPSON OUTFITTERS, INC., DRAPER'S & DAMON'S LLC, BLAIR LLC, LINEN SOURCE ACQUISITION LLC, ARIZONA MAIL ORDER COMPANY, INC., BEDFORD FAIR APPAREL, INC., LM&B CATALOG, INC., MONTEREY BAY CLOTHING COMPANY, INC., GOLD VIOLIN LLC, BLAIR HOLDINGS, INC. and WINTERSILKS, LLC (each, individually a "Pledgor" and collectively, the "Pledgors"). Capitalized terms not otherwise defined herein, shall have the meanings ascribed to them in the Credit Agreement and the Loan Documents.

**WITNESSETH:**

WHEREAS, pursuant to that certain (A) Senior Secured and Superpriority Debtor-In-Possession Credit Agreement dated as of January 20, 2011 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement") among JAI and the other entities listed as Borrowers on the signature pages thereto, Appleseed's Intermediate Holdings LLC, a Delaware limited liability company ("Holdings"), the Subsidiary Guarantors (such term and each other capitalized term used but not defined herein having the meaning given it in Article I of the Credit Agreement), the Lenders, UBS SECURITIES LLC, as sole lead arranger and sole bookrunner (in such capacity, the "Arranger"), UBS LOAN FINANCE LLC, as swingline lender (in such capacity, "Swingline Lender"), Tranche A Administrative Agent, UBS AG, STAMFORD BRANCH, as issuing bank (in such capacity, "Issuing Bank"), and as co-collateral agent (in such capacity, a "Co-Collateral Agent"), ABLECO FINANCE LLC, as administrative agent for the Tranche B Lenders (in such capacity, "Tranche B Administrative Agent"), WELLS FARGO BANK, NATIONAL ASSOCIATION, as co-collateral agent (in such capacity, a "Co-Collateral Agent") and as co-documentation agent, ALLY COMMERCIAL FINANCE LLC, as co-documentation agent and AMERICAN CAPITAL LTD., as disbursement agent; (B) SECURITY AGREEMENT dated as of January 20, 2011 (as amended, amended and restated, supplemented or otherwise modified from time to time in accordance with the provisions hereof, the "Security Agreement") made by the Borrowers and Guarantors, as pledgors in favor of Tranche A Administrative Agent, pursuant to which the Pledgors were required to execute and deliver the Trademark Security Agreement (as defined below), made by the Pledgors in favor of the Tranche A Administrative Agent; and (C) TRADEMARK SECURITY AGREEMENT, dated as of January 20, 2011, by the Pledgors in favor of the Tranche A Administrative Agent (the "Trademark Security Agreement"), each Pledgor granted to the Tranche A Administrative Agent, for the benefit of the Secured Parties, a lien on and security interest in and to all of its right, title and interest under certain Pledged Collateral (as defined in the Security Agreement) of such Pledgor including (a) Trademarks of such Pledgor listed on Schedule I attached to the Trademark Security Agreement; (b) all Goodwill associated with such Trademarks; and (c) all Proceeds (as defined in the Security Agreement) of any and all

of the Trademarks listed on Schedule I to the Trademark Security Agreement (collectively, the "Trademark Collateral");

**WHEREAS**, the Trademark Security Agreement was recorded with the U.S. Patent and Trademark Office at Reel 025725, Frame 0685 on February 1, 2011;

**NOW, THEREFORE**, in consideration of the premises and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Tranche A Administrative Agent, for the benefit of the Secured Parties, does hereby release and terminate all collateral pledges, grants, assignments, and liens and security interests in the pledged Trademark Collateral, including the Trademarks listed on Schedule I attached hereto.

2. The Tranche A Administrative Agent hereby agrees, at the expense of the Borrowers, to take any reasonable actions and to execute, acknowledge, procure and deliver any further documents necessary or reasonably requested by the Borrowers to effectuate, record or evidence the release of the Tranche A Administrative Agent's security interest in the Trademark Collateral.

3. The Tranche A Administrative Agent authorizes the Pledgors to request that the United States Patent and Trademark Office record this Termination and Release against the Trademark Collateral.

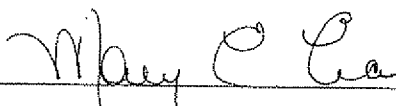
4. This Termination and Release shall be governed by the law of the State of New York.

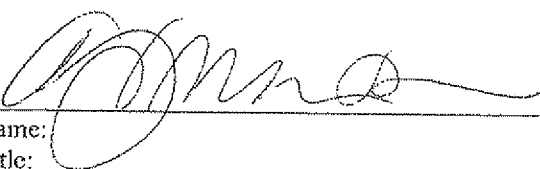
[no further text on this page; signatures follow]



IN WITNESS WHEREOF, Tranche A Administrative Agent, for the benefit of the Secured Parties, has caused this Termination and Release to be duly executed and delivered by a duly authorized officer on the day and year first above written.

UBS AG, STAMFORD BRANCH,  
as Tranche A Administrative Agent

By:   
Name: May C. Lee  
Title: Associate Director  
Banking Products  
Services, US

By:   
Name: April Varner-Nanton  
Title: Director  
Banking Products  
Services, US

SIGNATURE PAGE TO TERMINATION AND RELEASE OF  
SECURITY INTEREST IN TRADEMARK COLLATERAL (DIP)

TRADEMARK  
REEL: 004548 FRAME: 0981

SCHEDULE I

TO TRADEMARK SECURITY AGREEMENT

(attached)

SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT  
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

U.S. Federal Trademark Registrations:

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
APPOINTMENTS	73571163	12/02/85	1523901	02/07/89	Registered	Arizona Mail Order Company Inc.
AMBASSADOR	73153946	12/27/77	1126618	11/06/79	Registered	Arizona Mail Order Company, Inc.
APPOINTMENTS	73583187	02/18/86	1525538	02/21/89	Registered	Arizona Mail Order Company, Inc.
BARONESS DE WAYNE	74676920	05/19/95	1966945	04/09/96	Registered	Arizona Mail Order Company, Inc.
CLOTHES TO HOME	73706837	01/21/88	1500504	08/16/88	Registered	Arizona Mail Order Company, Inc.
COORDINATES BY VICKI WAYNE	77232221	07/18/07	3489860	8/19/08	Registered	Arizona Mail Order Company, Inc.
COWARD	71039493	12/23/1908	0073661	05/11/1909	Registered	Arizona Mail Order Company, Inc.
COWARD	78440739	06/24/04	2970745	07/19/05	Registered	Arizona Mail Order Company, Inc.
CXT CLASSICS	78844700	03/23/06	3183895	12/12/06	Registered	Arizona Mail Order Company, Inc.
DAVID CALAIS	75390967	11/17/97	2214562	12/29/98	Registered	Arizona Mail Order Company, Inc.
DRY DOCK BY	72308038	09/23/68	0885089	01/27/70	Registered	Arizona Mail

K&E 1326904Z

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
SERBIN						Order Company, Inc.
DULOTTES	72279335	08/29/67	0858631	10/15/68	Registered	Arizona Mail Order Company, Inc.
ESSENTIALS BY VICKI WAYNES	78828887	03/03/06	3478146	7/29/08	Registered	Arizona Mail Order Company, Inc.
HAVE IT ALL... STYLE... FIT AND VALUE... SIZES 14W TO 44W	77313658	10/25/07	3457345	7/1/08	Registered	Arizona Mail Order Company, Inc.
HEAVENLY COMFORT	73505011	10/22/84	1370230	11/12/85	Registered	Arizona Mail Order Company, Inc.
HEIRESS II	73083914	04/14/76	1073151	09/13/77	Expired	Arizona Mail Order Company, Inc.
INTIMATE APPEAL	74145319	03/07/91	1680348	03/24/92	Registered	Arizona Mail Order Company, Inc.
INTIMATE APPEAL	78310426	10/07/03	2973895	07/19/05	Registered	Arizona Mail Order Company, Inc.
JUDY BOND	78861661	04/14/06	3482356	8/5/08	Registered	Arizona Mail Order Company, Inc.
LADY "A"	73220013	06/18/79	1168377	09/08/81	Registered	Arizona Mail Order Company, Inc.
LADY AMBASSADOR	73220012	06/18/79	1180174	12/01/81	Registered	Arizona Mail Order Company, Inc.
MARK REED	73616143	08/22/86	1435705	04/07/87	Registered	Arizona Mail Order Company, Inc.
NANCY'S CHOICE	73311144	05/19/81	1202124	07/20/82	Registered	Arizona Mail Order Company, Inc.

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
OLD PUEBLO TRADERS	73508538	11/13/84	1336664	05/21/85	Registered	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS	78366105	02/11/04	2991919	9/6/05	Registered	Arizona Mail Order Company, Inc.
OLD PUEBLO TRADERS VICKI WAYNE'S	73465909	02/16/84	1342544	06/18/85	Registered	Arizona Mail Order Company, Inc.
PRELUDE	76019523	04/06/00	2608612	08/20/02	Registered	Arizona Mail Order Company, Inc.
REGALIA	74020955	01/22/90	1649648	07/02/91	Registered	Arizona Mail Order Company, Inc.
RIGHT STYLE-RIGHT PRICE-RIGHT NOW!	78427282	05/28/04	3087197	05/02/06	Registered	Arizona Mail Order Company, Inc.
SERBIN	71671532	08/11/54	0606130	05/17/55	Registered	Arizona Mail Order Company, Inc.
SERBIN SPORT	73687002	09/29/87	1503096	09/06/88	Registered	Arizona Mail Order Company, Inc.
SERENDIPITY	73171435	05/22/78	1133650	04/22/80	Registered	Arizona Mail Order Company, Inc.
SIGNATURE COLLECTION BY VICKI WAYNE	78842093	03/21/06	3321356	10/23/07	Registered	Arizona Mail Order Company, Inc.
SMARTFIT	75329183	07/23/97	2687684	02/18/03	Registered	Arizona Mail Order Company, Inc.
STUDIO SERIES BY VICKI WAYNE'S	78828910	03/03/06			Registered	Arizona Mail Order Company, Inc.
SWITCHES	73692050	10/27/87	1493256	06/21/88	Expired	Arizona Mail Order Company,

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Inc.
THE FASHION SPECIALISTS	78440747	06/24/04	3097394	05/30/06	Registered	Arizona Mail Order Company, Inc.
TUMBLEWEEDS	78313936	10/15/03	3019664	11/29/05	Registered	Arizona Mail Order Company, Inc.
UNIQUE PETITE	73683187	09/08/87	1499030	08/02/88	Registered	Arizona Mail Order Company, Inc.
VALUE SHOWCASE	73778622	02/03/89	1556819	09/19/89	Registered	Arizona Mail Order Company, Inc.
VICKI BLUE	78828818	03/03/06	3469546	7/15/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE	78897880	06/01/06	3393331	03/04/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE	78979626	06/01/06	3373165	01/22/08	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	73508579	11/13/84	1336665	05/21/85	Registered	Arizona Mail Order Company, Inc.
VICKI WAYNE'S	75127842	07/01/96	2055472	04/22/97	Registered	Arizona Mail Order Company, Inc.
BEDFORD FAIR	78382773	03/11/04	3013102	11/08/05	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR APPAREL	78355680	01/22/04	3125637	08/08/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	78382761	03/11/04	3062215	02/28/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR LIFESTYLES	78382765	03/11/04	3062216	02/28/06	Registered	Bedford Fair Apparel, Inc.
BEDFORD FAIR SHOESTYLES	78440731	06/24/04	3092294	05/16/06	Registered	Bedford Fair Apparel, Inc.
BFA CLASSICS	77022411	10/17/06	3273859	08/07/07	Registered	Bedford Fair

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Apparel, Inc.
BFA CLASSICS	78382774	03/11/04	2991988	09/06/05	Registered	Bedford Fair Apparel, Inc.
CLOTHES THAT DO MORE FOR LESS	78400389	04/12/04	3019960	11/29/05	Registered	Bedford Fair Apparel, Inc.
WILLOW RIDGE	77081811	01/12/07	3274113	08/07/07	Registered	Bedford Fair Apparel, Inc.
WILLOW RIDGE	78811142	02/09/06	3193041	01/02/07	Registered	Bedford Fair Apparel, Inc.
FOR ALL YOU ARE	78382778	03/11/04	3243509	05/22/07	Registered	Bedford Fair Apparel, Inc.
"KICKS" BY WILROY	72216766	04/16/65	0816640	10/11/66	Registered	LM&B Catalog, Inc.
ADRIAN-AVERY	73689242	10/13/87	1506560	09/27/88	Registered	LM&B Catalog, Inc.
BROWNSTONE STUDIO	72463633	07/23/73	0989000	07/23/74	Registered	LM&B Catalog, Inc.
BROWNSTONE WOMAN	76308194	08/30/01	3115587	07/18/06	Registered	LM&B Catalog, Inc.
INTIME	73285593	11/12/80	1186245	01/12/82	Registered	LM&B Catalog, Inc.
LEW MAGRAM	73731687	05/31/88	1554789	09/05/89	Registered	LM&B Catalog, Inc.
RUNWAY FASHIONS AT RUNAWAY PRICES	78310419	10/07/03	2886697	09/21/04	Registered	LM&B Catalog, Inc.
BROWNSTONE STUDIO	73230817	09/10/79	1165943	08/18/81	Registered	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	72206793	11/23/64	0802301	01/18/66	Registered	LM&B Catalog, Inc. d/b/a Arizona Mail Order Co., Inc.
WILROY	72389088	04/14/71	0925944	12/21/71	Registered	LM&B Catalog,

Mark	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Registrant
						Inc. d/b/a Arizona Mail Order Co., Inc.
WHATEVER IT TAKES	76021791	04/10/00	2823666	03/16/04	Registered	Monterey Bay Clothing Company LLC
MONTEREY BAY FOOTWEAR	78878556	05/08/06	3213272	02/27/07	Registered	Monterey Bay Clothing Company, Inc.
SPA GEAR	75783604	08/24/99	2428122	02/13/01	Registered	Monterey Bay Clothing Company, Inc.
MONTEREY BAY CLOTHING COMPANY	78242057	04/25/03	2966236	07/12/05	Registered	Monterey Bay Clothing Company, LLC

4



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.

17

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	T0724122i	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.