

**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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wilmington Trust FSB, as assignee of American Capital, Ltd. (successor by merger to American Capital Financial Services, Inc.), as Administrative Agent		04/25/2011	Federal Savings Bank: UNITED STATES

**RECEIVING PARTY DATA**

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

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

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

<b>Name:</b>	Monterey Bay Clothing Company, Inc.
<b>Street Address:</b>	30 Tozer Road

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City:	Beverly
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

**TRADEMARK**

**REEL: 004548 FRAME: 0994**

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

**TRADEMARK**

**REEL: 004548 FRAME: 0995**

	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
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:	781677-100
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/26/2011

Total Attachments: 11  
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**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

**THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is made as of April 23, 2011 ("Effective Date") by and between **Wilmington Trust FSB**, as assignee of 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 January 29, 2009 at Reel/Frame 3940/0034 and on April 13, 2009 at Reel/Frame 3969/0892; 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.

Wilmington Trust FSB, as Administrative Agent

By:   
Name: **Josh James**  
Title: **Officer**