

TRADEMARK ASSIGNMENT

WHEREAS, TOWNLEY JEWELRY, INC. (Assignor), a New York corporation, having a place of business at 389 Fifth Avenue, Suite 1100, New York, New York 10016, is the owner of the trademark OPULESCENTS and U.S. Trademark Application Serial No. 75/239,407 for the mark OPULESCENTS, filed on February 10, 1997 in the U.S. Patent and Trademark Office.

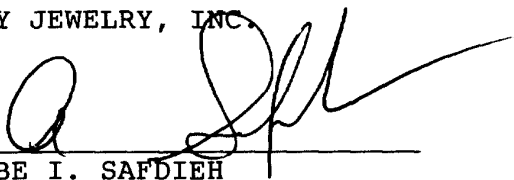
WHEREAS, MAURICES INCORPORATED (Assignee), a Delaware corporation, having a place of business at 105 West Superior Street, Duluth, Minnesota 55802, is desirous of acquiring said trademark, trademark application, and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign and transfer to Assignee all of its right, title, and interest in and to said trademark and trademark application, together with the goodwill of the business symbolized by the mark OPULESCENTS.

Assignor agrees to perform all reasonable and proper acts at the request and expense of Assignee, which Assignee may require in order to vest all of Assignor's right, title, and interest in and to the said trademark and trademark application in Assignee or its successor.

TOWNLEY JEWELRY, INC.

By



ABE I. SAFDIEH
Vice President

Dated: June 15, 1998