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OMB No. 0651-0011 (EXP. 4/94)

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To the Honorable Commissioner of F

Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fritzi of California Mfg. Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Kellwood Company

Internal Address: _____

Street Address: 600 Kellwood Parkway

City: Chesterfield State: MO ZIP: 63017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 8, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 1,596,558
- 1,806,890
- 1,742,344
- 1,272,827

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donald G. Leavitt, Esq.

Internal Address: Senniger, Powers, Leavitt & Roedel

Street Address: One Metropolitan Square
16th Floor

City: St. Louis State: MO ZIP: 63102

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Donald G. Leavitt
Name of Person Signing

Donald G. Leavitt
Signature

12/23/98

Date

Total number of pages including cover sheet, attachments, and document

4

TRADEMARK ASSIGNMENT

WHEREAS, Fritzi of California Mfg. Corporation, a California corporation, with offices at 199 First Street, San Francisco, California 94105, ("Assignor") is the owner of the trademarks and registrations and has adopted, used and conducted its business, namely, the design, manufacture, distribution and sale of apparel and related supplies (the "Business") under the trademarks (the "Trademarks") set forth on Exhibit A attached hereto and made a part hereof; and

WHEREAS, Kellwood Company ("Assignee"), a Delaware corporation, with offices at 600 Kellwood Parkway, Chesterfield, Missouri 63017, desires to acquire said trademark registrations.


NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee the entire right, title and interest in and to:

The trademarks and trademark registrations, together with the good will of the associated business, all of which are listed on Exhibit A attached hereto and made a part of this Assignment, and all causes of action, past, present and future for infringement or unfair competition with respect thereto and all licenses relating thereto.


Assignor warrants that it owns all rights without encumbrance in the trademarks covered by the registrations and pending applications set forth in Exhibit A attached hereto. Assignor agrees that it will, upon written request of Assignee, from time to time execute reasonable documents prepared at the expense of Assignee meeting the requirements of the respective Trademark Office to record or register Assignee's rights in such trademarks.

IN WITNESS WHEREOF, this Assignment is made effective this 8th day of December, 1998.

ATTEST:


Secretary

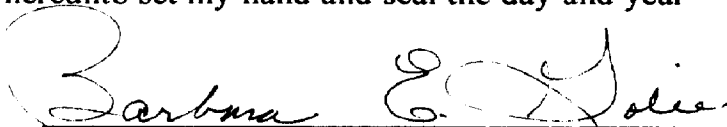
FRITZI OF CALIFORNIA MFG.
CORPORATION (Now known as Fritzi
Realty)

By: 
Valli D. Benesch, ~~President~~

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

I, BARBARA E. Gdiz, a Notary Public, do hereby certify that on this 8th day of December, 1998, personally appeared before me Valli D. Benesch, President of Fritzi of California Mfg. Corporation, a California corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same, as her free act and deed in the capacity as President for the purposes and consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Notary Public

My commission expires:

June 23, 2000

EXHIBIT A

FRITZI OF CALIFORNIA MFG. CORPORATION
U.S. TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
JBT SPORT	1,596,558	05/15/90
SAN FRANCISCO STUDIO	1,806,890	11/23/93
STUDIO SAN FRANCISCO	1,742,344	12/22/92
YOU BABES II & Design	1,272,827	04/03/84