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To the Honorable Commissioner of Patents and Trademarks

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)  
Fritzi California

2. Name and address of receiving party(ies)

Name: Kellwood Company

Internal Address:

Street Address: 600 Kellwood Parkway

City: Chesterfield State: MO ZIP: 6301

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

- Association
- Limited Partnership

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

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: December 8, 1998

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

A. Trademark Application No.(s)

75/576,084  
75/384,394  
75/478,205  
75/477,623

B. Trademark Registration No.(s)

1,469,156	1,951,664	1,810,101	1,467,481
1,796,441	1,953,550	2,107,638	1,855,270
1,775,315	1,784,208	1,442,190	1,960,977
1,205,567	2,110,967	1,799,443	1,790,493
		2,037,568	1,471,487

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: 22

7. Total fee (37 CFR 3.41).....\$565.00

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 and correct copy of the original document.

Donald G. Leavitt

Name of Person Signing

Signature

12/23/98

Date

Total number of pages including cover sheet, attachments, and document: 4

**TRADEMARK ASSIGNMENT**

WHEREAS, Fritzi California, a California corporation, with offices at 199 First Street, San Francisco, California 94105, ("Assignor") is the owner of the trademarks and registrations and pending applications for registration 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, has acquired the Business, including the Trademarks, pursuant to an Agreement for Purchase and Sale of Assets with Assignor, dated November 30, 1998.

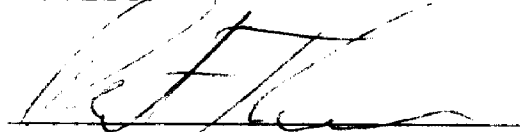
NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee the entire right, title and interest in and to:

The trademarks, trademark registrations and pending applications thereof, 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.

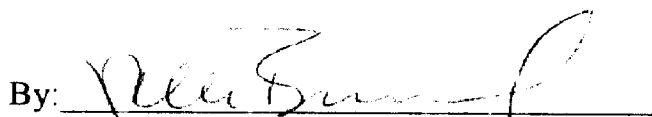
Assignor warrants that it owns all rights without encumbrance in the trademarks covered by the registrations and pending applications set forth in Exhibit A attached hereto. Assignor agrees that it will, upon written request of Assignee, from time to time execute reasonable documents prepared at the 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 5<sup>th</sup> day of December, 1998.

ATTEST:

  
Secretary

FRITZI CALIFORNIA

By:   
Robert Tandler, President  
Vicki Bensch, Clerk

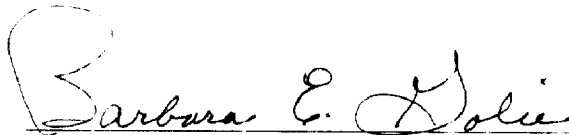
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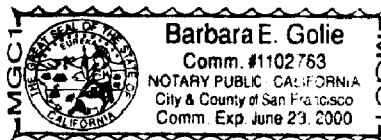
STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.

On December 8, 1998 before me, the undersigned Notary Public, personally appeared Valli Benesch, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same, as her free act and deed in the capacity as Chairman and CEO, for the purposes and consideration therein expressed.

Witness my hand and official seal.



Signature of Notary Public



My commission expires:

June 23, 2000

**EXHIBIT A**

**FRITZI CALIFORNIA**  
**U.S. TRADEMARK REGISTRATIONS**

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
FR SPORT	1,469,156	12/15/87
FR SPORT & Design	1,796,441	10/05/93
FRITZI CALIFORNIA & Design	1,775,315	06/08/93
JACKIE T	1,205,567	08/17/82
JACLYN MICHELLE	1,951,664	01/23/96
JACLYN MICHELLE & Design	1,953,550	01/30/96
JACLYN BENE	1,784,208	07/27/93
JACLYN T	2,110,967	11/04/97
JUST JACLYN	1,810,101	12/07/93
MS. MICHELLE	2,107,638	10/21/97
MY MICHELLE	1,442,190	06/09/87
MY MICHELLE & Design	1,799,443	10/19/93
RETRO WEAR	2,037,568	02/11/97
STUDIO 199	1,467,481	12/01/87
STUDIO SAN FRANCISCO & Design	1,855,270	09/20/94
VB EXCLUSIVE	1,960,977	03/05/96
YOU BABES & Design	1,790,493	08/31/93
YOU BABES II & Design	1,471,487	01/05/88

**FRITZI CALIFORNIA**  
**PENDING U.S. TRADEMARK APPLICATIONS**

<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
FRITZI	75/576,084	10/23/98
JACLYN B.	75/384,394	11/04/97
JACLYN B (Stylized)	75/478,205	05/01/98
MY MICHELLE (Stylized)	75/477,623	05/01/98