

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	07/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Retail Brand Alliance, Inc.		08/02/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Gordon Brothers Group, LLC
Street Address:	40 Broad Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	78200702	CASUAL CORNER
Serial Number:	78342217	COZY SHORTIE
Serial Number:	78423860	COZY HAT
Serial Number:	78423937	COZY SCARF
Serial Number:	78424031	COZY GLOVE
Registration Number:	1298161	CASUAL CORNER
Registration Number:	645435	CASUAL CORNER
Registration Number:	1142930	CASUAL CORNER
Registration Number:	2797383	CASUAL CORNER
Registration Number:	861532	CASUAL CORNER
Registration Number:	2070080	CASUAL CORNER & CO.
Registration Number:	2863726	CASUAL CORNER EUCALYPTUS THYME
Registration Number:	2919853	GRAPEFRUIT MINT CASUAL CORNER

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Registration Number:	2122420	CASUAL CORNER GROUP
Registration Number:	2929663	CASUAL CORNER LIME JASMINE
Registration Number:	2070081	CASUAL CORNER OUTLET
Registration Number:	2070082	CASUAL CORNER WOMAN OUTLET
Registration Number:	2307211	COLLECTIBLES CASUAL CORNER
Registration Number:	2313497	COLLECTIBLES CASUAL CORNER
Registration Number:	2958141	COZY SOCK
Registration Number:	2925921	COZY ROBE
Registration Number:	2918150	COZY TEDDY
Registration Number:	2302808	PETITE SOPHISTICATE
Registration Number:	2392066	COLLECTIBLES PETITE SOPHISTICATE
Registration Number:	2307212	COLLECTIBLES PETITE SOPHISTICATE
Registration Number:	1243259	PETITE SOPHISTICATE
Registration Number:	1554817	PETITE SOPHISTICATE
Registration Number:	2134008	PETITE SOPHISTICATE OUTLET
Registration Number:	943442	AUGUST MAX
Registration Number:	2861648	AUGUST MAX
Registration Number:	1831424	AUGUST MAX WOMAN
Registration Number:	1605127	AUGUST MAX WOMAN
Registration Number:	2313496	COLLECTIBLES AUGUST MAX WOMAN
Registration Number:	2392065	COLLECTIBLES AUGUST MAX WOMAN
Registration Number:	2147455	PETITE AUGUST MAX WOMAN

CORRESPONDENCE DATA

Fax Number: (617)574-7659
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-574-4153
Email: lbillone@goulstonstorrs.com
Correspondent Name: Lisa Billone
Address Line 1: 400 Atlantic Avenue
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Lisa Billone
Signature:	/Lisa Billone/
Date:	08/09/2005

Total Attachments: 5

TRADEMARK
REEL: 003137 FRAME: 0684

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TRADEMARK ASSIGNMENT

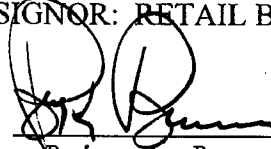
WHEREAS, Gordon Brothers Group, LLC, a Delaware limited liability company (“Assignee”), has acquired from Retail Brand Alliance, Inc., a Delaware corporation (“Assignor”), all of Assignor’s rights, title and interest in and to the marks identified in Exhibit A attached hereto (the “Marks”) pursuant to that certain Agency Agreement by and between the parties dated as of July 31, 2005;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns unto Assignee all of Assignor’s rights, title and interest in and to the Marks, together with (a) the goodwill of the business symbolized by and associated with the Marks, (b) all applications therefor and registrations and renewals thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill.

Assignor agrees to execute and deliver at Assignee’s request and at Assignee’s expense all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all of Assignor’s rights, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

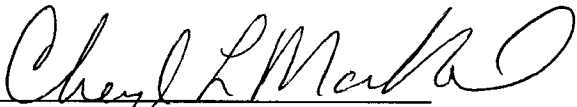
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ASSIGNOR: RETAIL BRAND ALLIANCE, INC.

By: 
Name: Brian K. Baumann
Title: Chief Financial Officer

STATE OF Connecticut)
COUNTY OF Hartford) ss.

On this the 2nd day of August, 2005 before me appeared Brian K. Baumann the person who signed this instrument, who acknowledged that he holds the position of CFO for Retail Brand Alliance, Inc., and that being duly authorized he signed this instrument as a free act on behalf of such company.


Notary Public
My commission expires: _____

CHERYL L. MACNEIL
NOTARY PUBLIC
My Commission Expires June 30, 2006

EXHIBIT A

INTELLECTUAL PROPERTY

U.S. TRADEMARKS

A. Registrations

Registration No.	Mark	Class
1298161	CASUAL CORNER	
645435	CASUAL CORNER	42
1142930	CASUAL CORNER	25
2797383	CASUAL CORNER	42
861532	CASUAL CORNER	18
2070080	CASUAL CORNER & CO.	3, 9, 14, 25
2863726	CASUAL CORNER EUCALYPTUS THYME	35
2919853	CASUAL CORNER GRAPEFRUIT MINT	3
2122420	CASUAL CORNER GROUP	3
2929663	CASUAL CORNER LIME JASMINE (& design)	35
2070081	CASUAL CORNER OUTLET	3
2070082	CASUAL CORNER WOMAN OUTLET	35
2307211	COLLECTIBLES CASUAL CORNER	35
2313497	COLLECTIBLES CASUAL CORNER	35
2958141	COZY SOCK	25
2925921	COZY ROBE	25
2918150	COZY TEDDY	25
2302808	PETITE SOPHISTICATE	28
2392066	COLLECTIBLES PETITE SOPHISTICATE	9
2307212	COLLECTIBLES PETITE SOPHISTICATE	25
1243259	PETITE SOPHISTICATE	35
1554817	PETITE SOPHISTICATE	42
2134008	PETITE SOPHISTICATE OUTLET	25
943442	AUGUST MAX	35
2861648	AUGUST MAX	42
1831424	AUGUST MAX WOMAN	25
1605127	AUGUST MAX WOMAN	25
2,313,496	COLLECTIBLES AUGUST MAX WOMAN	42
2,392,065	COLLECTIBLES AUGUST MAX WOMAN	25
2147455	PETITE AUGUST MAX WOMAN	35
		25

B. Pending Applications

Application No.	Mark	Class
78200702	CASUAL CORNER (& design)	3
78342217	COZY SHORTIE	25
78423860	COZY HAT	25
78423937	COZY SCARF	25
78424031	COZY GLOVE	25

FOREIGN TRADEMARKS

A. Registrations

Country	Registration No.	Mark	Class
Canada	542903	AUGUST MAX WOMAN	
Canada	542903	AUGUST MAX WOMAN	25, 35
Canada	366113	CASUAL CORNER	42
Canada	471787	CASUAL CORNER	9, 35
Canada	513881	PETITE SOPHISTICATE	9
China	1746565	AUGUST MAX WOMAN	25
China	1786896	AUGUST MAX WOMAN - Transliteration	25
China	1746571	CASUAL CORNER	25
China	1786897	CASUAL CORNER - TRANSLITERATION	25
China	1746564	PETITE SOPHISTICATE	25
European Community	3284429	AUGUST MAX - Class 25 & 35	25, 35
European Community	2636652	AUGUST MAX WOMAN	25
European Community	2638112	CASUAL CORNER	25
European Community	741819	PETITE SOPHISTICATE	9
European Community	2638088	PETITE SOPHISTICATE	25
Hong Kong	300069156	AUGUST MAX	25
Hong Kong	300069886	AUGUST MAX - Transliteration	25
Hong Kong	13449/2002	AUGUST MAX WOMAN	25
Hong Kong	1680/2002	AUGUST MAX WOMAN - Transliteration	25
Hong Kong	2003B16664	CASUAL CORNER	25
Hong Kong	B5742/2003	CASUAL CORNER - TRANSLITERATION	25
Hong Kong	300100240	PETITE SOPHISTICATE	25
Iceland	568/2002	AUGUST MAX WOMAN	25
Iceland	569/2002	CASUAL CORNER	25
Iceland	570/2002	PETITE SOPHISTICATE	25
Japan	4850227	AUGUST MAX	25
Korea	569773	CASUAL CORNER (stylized)	25
Korea	569774	COLLECTIBLES AUGUST MAX WOMAN	25
Korea	523843	THE CASUAL CORNER GROUP INC.	25
Liechtenstein	12528	AUGUST MAX WOMAN	25
Liechtenstein	12527	CASUAL CORNER	25
Liechtenstein	12529	PETITE SOPHISTICATE	25
Mexico	853516	AUGUST MAX	25
Mexico	556588	AUGUST MAX WOMAN	42
Mexico	716238	AUGUST MAX WOMAN	25

Country	Registration No.	Mark	Class
Mexico	556588	AUGUST MAX WOMAN - CL 42	42
Mexico	556589	CASUAL CORNER	42
Mexico	744431	CASUAL CORNER	25
Mexico	556590	PETITE SOPHISTICATE	42
Mexico	816739	PETITE SOPHISTICATE	25
Norway	217483	AUGUST MAX WOMAN	25
Norway	217903	CASUAL CORNER	25
Norway	217480	PETITE SOPHISTICATE	25
Puerto Rico	55227	AUGUST MAX WOMAN	25
Puerto Rico	55236	AUGUST MAX WOMAN	35
Puerto Rico	55229	CASUAL CORNER	25
Puerto Rico	55233	CASUAL CORNER	35
Puerto Rico	55228	PETITE SOPHISTICATE	25
Puerto Rico	55234	PETITE SOPHISTICATE	35
Switzerland	501138	AUGUST MAX WOMAN	25
Switzerland	507778	CASUAL CORNER	25
Switzerland	501139	PETITE SOPHISTICATE	25
Taiwan	1131890	AUGUST MAX	25
Taiwan	999570	AUGUST MAX WOMAN	25
Taiwan	1008142	AUGUST MAX WOMAN - Transliteration	25
Taiwan	999571	CASUAL CORNER	25
Taiwan	1008143	CASUAL CORNER - TRANSLITERATION	25
Taiwan	999572	PETITE SOPHISTICATE	25
Taiwan	1008144	PETITE SOPHISTICATE - TRANSLITERATION	25
Viet Nam	16006	AUGUST MAX WOMAN	42
Viet Nam	16005	CASUAL CORNER	42
Viet Nam	16007	PETITE SOPHISTICATE	42

B. Pending Applications

Country	Application No.	Mark	Class
Canada	1184101	AUGUST MAX	25, 35
Canada	1184101	AUGUST MAX - Class 25 & 35	25, 35
China	3903949	AUGUST MAX	25
China	3903950	AUGUST MAX - Transliteration	25
China	3090273	PETITE SOPHISTICATE - TRANSLITERATION	25
Japan	23141/2004	AUGUST MAX	25
Japan	23137/2004	CASUAL CORNER	25, 35
Japan	23139/2004	PETITE SOPHISTICATE	25
Japan	24465/2004	PETITE SOPHISTICATE - TRANSLITERATION	25
Korea	40-2004-52232	PETITE SOPHISTICATE - TRANSLITERATION	25
Korea	40-2002-36103	PETITE SOPHISTICATE (stylized)	25
Mexico	629223	AUGUST MAX	35

TRADEMARK