

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                   |
|------------------------------|-------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT    |
| <b>NATURE OF CONVEYANCE:</b> | SECURITY INTEREST |

**CONVEYING PARTY DATA**

| Name          | Formerly | Execution Date | Entity Type                         |
|---------------|----------|----------------|-------------------------------------|
| Artemiss, LLC |          | 09/13/2011     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                          |   |
|--------------------------|---|
| <b>Name:</b>             | Patriarch Partners Agency Services, LLC |
| <b>Street Address:</b>   | 32 AVENUE OF THE AMERICAS               |
| <b>Internal Address:</b> | 17TH FLOOR                              |
| <b>City:</b>             | New York                                |
| <b>State/Country:</b>    | NEW YORK                                |
| <b>Postal Code:</b>      | 10013                                   |
| <b>Entity Type:</b>      | LIMITED LIABILITY COMPANY: DELAWARE     |

**PROPERTY NUMBERS Total: 125**

| Property Type  | Number   | Word Mark                                 |
|----------------|----------|---|
| Serial Number: | 77369610 | A LUXURY SHOPPING EXPERIENCE WITHIN REACH |
| Serial Number: | 75719136 | A.B. LAMBDIN                              |
| Serial Number: | 73626504 | ADAM SPENCER                              |
| Serial Number: | 73626509 | ALAN MICHAELS                             |
| Serial Number: | 75519746 | BABY ELEMENTS                             |
| Serial Number: | 78000001 | BARE LUXURY                               |
| Serial Number: | 75372254 | BLUSHE BY SPIEGEL                         |
| Serial Number: | 74362600 | BOUTIQUE EUROPA                           |
| Serial Number: | 74313491 | BOUTIQUE EUROPA                           |
| Serial Number: | 76066503 | BUILD YOUR OWN BIKINI                     |
| Serial Number: | 75935249 | CAMI                                      |
| Serial Number: | 77137893 | CARABELLA                                 |
| Serial Number: | 77137878 | CARABELLA                                 |

**CH \$3140.00 77369610**

|                |          |  |
|----------------|----------|--|
| Serial Number: | 74134490 | CARABELLA COLLECTION   |
| Serial Number: | 77137866 | CARABELLA COLLECTION   |
| Serial Number: | 76004418 | CHINOLOGY  |
| Serial Number: | 73822283 | CHRISTMAS GUARANTEED   |
| Serial Number: | 73466356 | CLIFFORD & WILLS   |
| Serial Number: | 74102806 | CLIFFORD & WILLS   |
| Serial Number: | 77369676 | CREATE YOUR SIGNATURE STYLE                                    |
| Serial Number: | 74250445 | CW   |
| Serial Number: | 76003530 | CW CLIFFORD & WILLS  |
| Serial Number: | 75979935 | DECORATING WITH UNIQUE STYLE                                   |
| Serial Number: | 76228105 | DESIGNED TO MAKE THE BODY YOU HAVE LOOK LIKE THE BODY YOU WANT |
| Serial Number: | 75466996 | DETAILS MAKE THE DIFFERENCE                                    |
| Serial Number: | 75299275 | EASY STYLE   |
| Serial Number: | 75799088 | EASY STYLE   |
| Serial Number: | 76004536 | EASY STYLE HOME  |
| Serial Number: | 74360901 | ELEMENTS EXCLUSIVELY SPIEGEL                                   |
| Serial Number: | 75436869 | ELEMENTS OF DESIRE   |
| Serial Number: | 73822304 | FASHION AVENUE   |
| Serial Number: | 73785222 | FOR YOU FROM SPIEGEL   |
| Serial Number: | 75765009 | FREEDOM TO BE FEMININE   |
| Serial Number: | 72309047 | HONEYBEE   |
| Serial Number: | 72209695 | HONEYBEE THE EINBENDER CASUAL                                  |
| Serial Number: | 75446013 | IF IT'S HOT THERE IT'S HAPPENING HERE                          |
| Serial Number: | 73696394 | INHOME   |
| Serial Number: | 75210851 | JAMES RIVER TRADERS  |
| Serial Number: | 73443750 | JAMES RIVER TRADERS  |
| Serial Number: | 76648487 | JEAN.E. OLOGY  |
| Serial Number: | 75571014 | JEANOLOGY  |
| Serial Number: | 75563980 | JEANOLOGY  |
| Serial Number: | 76044490 | JEANOLOGY  |
| Serial Number: | 76310940 | JEANOLOGY  |
| Serial Number: | 75654026 | JEANOLOGY BASICS   |
| Serial Number: | 75808025 | JEANOLOGY PERFORMANCE  |
| Serial Number: | 75607523 | JEANOLOGY STUDIO   |

|                |          |  |
|----------------|----------|--|
| Serial Number: | 75858442 | LIFESTYLE RESOURCE FOR THE WORKING WOMAN                         |
| Serial Number: | 75498215 | LIFESTYLE RETAILERS  |
| Serial Number: | 75661135 | MAURIZIO COLLECTIONS   |
| Serial Number: | 75111821 | MODA SPIEGEL   |
| Serial Number: | 78537328 | MODA SPIEGEL   |
| Serial Number: | 75846883 | N  |
| Serial Number: | 73839779 | NEWPORT NEWS   |
| Serial Number: | 74303538 | NEWPORT NEWS   |
| Serial Number: | 75179380 | NEWPORT NEWS   |
| Serial Number: | 75784333 | NEWPORT NEWS   |
| Serial Number: | 75799283 | NEWPORT NEWS   |
| Serial Number: | 76470999 | NEWPORT NEWS   |
| Serial Number: | 75670429 | NEWPORT NEWS COMFORT BEAR  |
| Serial Number: | 75393605 | NEWPORT NEWS DISCOUNT CLUB                                       |
| Serial Number: | 75299276 | NEWPORT NEWS EASY STYLE  |
| Serial Number: | 75822030 | NEWPORT NEWS EASY STYLE N  |
| Serial Number: | 75784328 | NEWPORT-NEWS.COM   |
| Serial Number: | 77137905 | NO SEASON, NO LIMITS   |
| Serial Number: | 73608794 | OAKBROOK   |
| Serial Number: | 75474451 | ONE PRICE FITS ALL   |
| Serial Number: | 75517534 | ONE PRICE FITS ALL   |
| Serial Number: | 75713422 | ONE PRICE, ONE PACKAGE   |
| Serial Number: | 75230406 | ONVIEW   |
| Serial Number: | 75979927 | ONVIEW HOME  |
| Serial Number: | 75790013 | ORARIO   |
| Serial Number: | 74368687 | PARADOX  |
| Serial Number: | 72147242 | PRIVATE LIFE   |
| Serial Number: | 73342715 | PRIVATE LIVES  |
| Serial Number: | 73465259 | PRIVATE LIVES  |
| Serial Number: | 75667707 | QUADKINI   |
| Serial Number: | 78596863 | REALITY DRESSING   |
| Serial Number: | 75545430 | REFLECTIONS BY SPIEGEL   |
| Serial Number: | 75563721 | RR   |
| Serial Number: | 76123205 | S MADE EXCLUSIVELY FOR SPIEGEL CATALOG, INC.                     |
| Serial Number: |          | SECOND HAND NEWS FASHION CATALOG RETURNS FOR<br><b>TRADEMARK</b> |

|                |          |                                       |
|----------------|----------|---------------------------------------|
|                | 75372257 | YOU & YOUR HOME                       |
| Serial Number: | 77500060 | SECRET SCULPTOR BY SHAPE FX           |
| Serial Number: | 75435144 | SENSUAL HOME                          |
| Serial Number: | 75147836 | SHAPE & SLIM                          |
| Serial Number: | 78719130 | SHAPE & SLIM                          |
| Serial Number: | 75725951 | SHAPE FX                              |
| Serial Number: | 75810448 | SHAPE FX                              |
| Serial Number: | 78972117 | SHAPE FX                              |
| Serial Number: | 75016965 | SHOPPING AT THE SPEED OF LIFE         |
| Serial Number: | 76037375 | SHOPPING AT THE SPEED OF LIFE         |
| Serial Number: | 73463727 | SPIEGEL                               |
| Serial Number: | 74387194 | SPIEGEL                               |
| Serial Number: | 75784327 | SPIEGEL                               |
| Serial Number: | 77253973 | SPIEGEL                               |
| Serial Number: | 73630313 | SPIEGEL                               |
| Serial Number: | 76028851 | SPIEGEL E MARKET                      |
| Serial Number: | 76228675 | SPIEGEL INCENTIVES                    |
| Serial Number: | 77368436 | SPIEGEL SIGNATURE                     |
| Serial Number: | 77243261 | SPIEGEL SIGNATURE                     |
| Serial Number: | 77255689 | SPIEGEL SIGNATURE                     |
| Serial Number: | 77368430 | SPIEGEL SIGNATURE ESTATE              |
| Serial Number: | 75784329 | SPIEGEL.COM                           |
| Serial Number: | 75504544 | SPIEGELTRONICS                        |
| Serial Number: | 74276347 | STYLES TO GO                          |
| Serial Number: | 73651067 | SUN STREAK                            |
| Serial Number: | 75308051 | SWIM 21                               |
| Serial Number: | 75775754 | THE 12 DAYS OF SHOPPING               |
| Serial Number: | 75765011 | THE BEST IDEA IN A THOUSAND YEARS     |
| Serial Number: | 73626488 | THE FINER THINGS                      |
| Serial Number: | 75855161 | THE KID'S RESOURCE                    |
| Serial Number: | 76015859 | THE SPIEGEL GROUP                     |
| Serial Number: | 76029020 | THE SPIEGEL GROUP LIFESTYLE RETAILERS |
| Serial Number: | 73640009 | THE ULTIMATE OUTLET                   |
| Serial Number: | 73626495 | TOFFS                                 |
| Serial Number: | 75196856 | WORLD OF MY OWN                       |

|                |          |  |
|----------------|----------|--|
|                | 85049191 | THE 7 WAYS EVERY WOMAN'S BODY BREAKS HER HEART |
| Serial Number: | 85049187 | BODY BETRAYALS                                 |
| Serial Number: | 85034419 | JEANOLOGY BASIC                                |
| Serial Number: | 77928638 | COLOR BY NEWPORT NEWS                          |
| Serial Number: | 85402270 | FX FIRM  |
| Serial Number: | 77844693 | SECRET SCULPTOR                                |
| Serial Number: | 85090577 | THE REAL RED CARPET SECRET                     |
| Serial Number: | 77928637 | SIGNATURE BEAUTY                               |
| Serial Number: | 85094023 | SPIEGEL SIGNATURE ESTATE                       |

**CORRESPONDENCE DATA**

Fax Number: (404)581-8330

Phone: (404)581-8422

Email: rholte@jonesday.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Ryan T. Holte

Address Line 1: 1420 Peachtree Street, N.E.

Address Line 2: Suite 800

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER: 223194-610008

NAME OF SUBMITTER: Ryan T. Holte

Signature: /Ryan T. Holte/

Date: 09/27/2011

**Total Attachments: 11**

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## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of September 13, 2011, is made by each of the entities listed on the signature pages hereof (each a "Grantor" and, collectively, the "Grantors"), in favor of Patriarch Partners Agency Services, LLC, as administrative agent and collateral agent (in such capacity, together with its successors and permitted assigns, the "Administrative Agent") for the Lenders (as defined in the Credit Agreement referred to below).

### WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of September 13, 2011 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the Guarantors party thereto, the Lenders from time to time party thereto and the Administrative Agent and the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, each Grantor (other than the Borrower) has guaranteed the Obligations (as defined in the Credit Agreement) of the Borrower and all of the Grantors are party to a Security Agreement of even date herewith with the Administrative Agent (the "Security Agreement") pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with the Administrative Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. Each Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of the Secured Parties, and grants to the Administrative Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

- (a) all of its Trademarks and all IP Licenses providing for the grant by or to such Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto;
- (b) all renewals and extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Section 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and each Grantor hereby acknowledges and agrees that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Section 4. Grantor Remains Liable. Each Grantor hereby agrees that, anything herein to the contrary notwithstanding, such Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with their Trademarks and IP Licenses subject to a security interest hereunder.

Section 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Section 6. Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ARTEMISS, LLC  
as Grantor

By: 

Name: Kevin Frain

Title: Chief Financial Officer

ACCEPTED AND AGREED  
as of the date first above written:

PATRIARCH PARTNERS AGENCY SERVICES, LLC  
as Administrative Agent

By: \_\_\_\_\_

Name: Lynn Tilton

Title: Manager

[Signature Page to Trademark Security Agreement]

DLI- 6368916

**TRADEMARK**  
**REEL: 004630 FRAME: 0693**



IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ARTEMISS, LLC  
as Grantor

By: \_\_\_\_\_  
Name: Kevin Frain  
Title: Chief Financial Officer

ACCEPTED AND AGREED  
as of the date first above written:

PATRIARCH PARTNERS AGENCY SERVICES, LLC  
as Administrative Agent

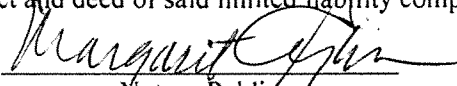
By: \_\_\_\_\_  
Name: Lynn Tilton  
Title: Manager

[Signature Page to Trademark Security Agreement]

ACKNOWLEDGMENT OF GRANTOR

STATE OF NEW YORK    )  
                                  )    ss.  
COUNTY OF NEW YORK )

On this 12<sup>th</sup> day of September, 2011 before me personally appeared Kevin Frain, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Artemiss, LLC, who being by me duly sworn did depose and say that he is an authorized officer of said limited liability company, that the said instrument was signed on behalf of said limited liability company as authorized by its Manager and that he acknowledged said instrument to be the free act and deed of said limited liability company.

  
\_\_\_\_\_  
Notary Public

**MARGARET RYAN**  
Notary Public, State of New York  
No. 01RY5068441  
Certificate Filed in NY County  
Qualified in Westchester County  
Commission Expires 11/14

[Acknowledgment Page to Trademark Security Agreement]

SCHEDULE 1  
TO  
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

A. REGISTERED TRADEMARKS

| Trademark                            | Jurisdiction | Reg No        | Reg Date | App No    | App Date | Status     | Owner         |
|--------------------------------------|--------------|---------------|----------|-----------|----------|------------|---------------|
| JEANOLOGY                            | AU           | 194079        | 2/13/01  | 79712000  | 11/2/00  |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[ and design] | Australia    | 606710        | 7/12/93  | 606710    | 7/12/93  | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[ and design] | Australia    | 606711        | 7/12/93  | 606711    | 7/12/93  | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[and design]  | Australia    | 606706        | 7/12/93  | 606706    | 7/12/93  | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[and design]  | Australia    | 606707        | 7/12/93  | 606707    | 7/12/93  | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[and design]  | Australia    | 606708        | 7/12/93  | 606708    | 7/12/93  | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[and design]  | Australia    | 606709        | 7/12/93  | 606709    | 7/12/93  | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[and design]  | Australia    | 841716        | 7/4/00   | 841716    | 7/4/00   | Registered | Artemiss, LLC |
| SPIEGEL                              | Bolivia      | 62413 C       | 11/01/96 | 1263      | 03/27/95 |            | Artemiss, LLC |
| SPIEGEL                              | Bolivia      | 62417 C       | 11/01/96 | 1264      | 03/27/95 |            | Artemiss, LLC |
| FASHION OPTIONS AND<br>DESIGN        | BR           | 819479217     | 4/6/99   | 819483834 | 9/20/96  |            | Artemiss, LLC |
| SHAPE & SLIM and design              | BR           | 820882135     | 12/26/00 | 820882135 | 6/30/98  |            | Artemiss, LLC |
| STYLES TO GO                         | BR           | 819483834     | 4/6/99   | 819479217 | 9/17/96  |            | Artemiss, LLC |
| STYLEWORKS                           | BR           | 819479179     | 12/22/98 | 819479179 | 9/17/96  |            | Artemiss, LLC |
| SUN STREAK                           | BR           | N/A           | N/A      | 819479187 | 9/17/96  |            | Artemiss, LLC |
| JEANOLOGY                            | BX           | 690474        | N/A      | 976766    | 10/31/00 |            | Artemiss, LLC |
| CW                                   | Canada       | TMA45495<br>1 | 03/08/96 | 0700775   | 03/13/92 | Registered | Artemiss, LLC |
| CW                                   | Canada       | TMA46062<br>6 | 08/02/96 | 0700822   | 03/13/92 | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS                  | Canada       | TMA40857<br>2 | 02/19/93 | 0701063   | 03/17/92 | Expunged   | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[and design]  | Canada       | TMA49663<br>3 | 06/23/98 | 0785024   | 06/13/95 | Registered | Artemiss, LLC |
| JEANOLOGY                            | Canada       | TMA65541<br>1 | 12/20/05 | 1156683   | 10/23/02 | Registered | Artemiss, LLC |
| SPIEGEL                              | Canada       | TMA52081<br>1 | 12/21/99 | 0796947   | 11/09/95 | Registered | Artemiss, LLC |
| SPIEGEL [and design]                 | Canada       | TMA52073<br>0 | 12/17/99 | 0796945   | 11/09/95 | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)    | Chile        | 509154        | 04/02/98 | 388950    | 08/29/97 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)    | China        | 767642        | 09/20/95 | 93122425  | 12/16/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)    | China        | 767662        | 09/20/95 | 93122424  | 12/16/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)    | China        | 783316        | 10/13/95 | 93122423  | 12/16/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)    | China        | 787343        | 10/27/95 | 93122426  | 12/16/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)    | China        | 800574        | 12/20/95 | 93122422  | 12/16/93 |            | Artemiss, LLC |
| SPIEGEL                              | Colombia     | 179238        | 08/31/95 | 95018304  | 05/03/95 |            | Artemiss, LLC |
| SPIEGEL                              | Colombia     | 179239        | 08/31/95 | 95018303  | 05/03/95 |            | Artemiss, LLC |
| SPIEGEL [and design]                 | Colombia     | 240906        | 09/04/01 | 86472     | 11/14/00 |            | Artemiss, LLC |

TRADEMARK SECURITY AGREEMENT  
ARTEMISS, LLC

| Trademark                           | Jurisdiction          | Reg No        | Reg Date       | App No      | App Date | Status     | Owner         |
|-------------------------------------|-----------------------|---------------|----------------|-------------|----------|------------|---------------|
| CW CLIFFORD & WILLS<br>[and design] | CTM                   | 186460        | 05/06/98       | 186460      | 04/01/96 | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>[and design] | CTM                   | 1627397       | 07/23/01       | 1627397     | 04/26/00 | Registered | Artemiss, LLC |
| SHAPE & SLIM                        | CTM                   | 828426        | 6/3/99         | 828426      | 5/15/98  | Lapsed     | Artemiss, LLC |
| JEANOLOGY                           | DE                    | 30080400      | 1/18/01        | 30080400 8  | 10/31/00 |            | Artemiss, LLC |
| JEANOLOGY                           | DK                    | 2000 5869     | 12/18/00       | 20004564    | 11/1/00  |            | Artemiss, LLC |
| SPIEGEL                             | Ecuador               | 218196        | 11/13/96       | 55521       | 03/24/95 |            | Artemiss, LLC |
| SPIEGEL                             | Ecuador               | 218296        | 11/13/96       | 55522       | 03/24/95 |            | Artemiss, LLC |
| JEANOLOGY                           | ER                    | 221124        | N/A            | 221124      | 11/22/00 |            | Artemiss, LLC |
| JEANOLOGY                           | ES                    | 2355728M<br>1 | 11/5/01        | 2355728M1   | 11/6/00  |            | Artemiss, LLC |
| JEANOLOGY                           | FI                    | 221930        | 10/15/01       | 200003610   | 10/30/00 |            | Artemiss, LLC |
| A.B. LAMBDIN                        | Georgia<br>[U.S.]     | T-10578       | 01/23/91       | N/A         | N/A      | Expired    | Artemiss, LLC |
| A.B. LAMBDIN                        | Georgia<br>[U.S.]     | S-10579       | 01/23/91       | N/A         | N/A      | Expired    | Artemiss, LLC |
| JEANOLOGY                           | GREECE                | N/A           | N/A            | 145592      | 11/6/00  |            | Artemiss, LLC |
| JEANOLOGY                           | IT                    | 912938        | 10/15/200<br>3 | 36162000 TO | 11/10/00 |            | Artemiss, LLC |
| CLIFFORD & WILLS                    | Japan                 | 4711594       | 09/19/03       | 2002-109329 | 12/25/02 | Registered | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(new logo)   | Japan                 | 3332275       | 07/18/97       | 7 075486    | 07/26/95 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Japan                 | 3168638       | 06/28/96       | 5 080924    | 09/04/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Japan                 | 3168639       | 06/28/96       | 5 080926    | 08/04/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Japan                 | 3175541       | 07/31/96       | 5 080923    | 08/04/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Japan                 | 3180822       | 07/31/96       | 5 080925    | 08/04/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Japan                 | 3180823       | 07/31/96       | 5 080927    | 08/04/93 |            | Artemiss, LLC |
| JEANOLOGY                           | Japan                 | 4573652       | 5/31/02        | 2000 096450 | 9/1/00   |            | Artemiss, LLC |
| SHAPEFX                             | Japan                 | 4468763       | 4/20/01        | 2000 069759 | 6/22/00  |            | Artemiss, LLC |
| SPIEGEL                             | Korea the<br>Republic | 426138        | 10/22/98       | 40830/1997  | 09/22/97 |            | Artemiss, LLC |
| SPIEGEL                             | Korea the<br>Republic | 437995        | 01/15/99       | 40829/1997  | 09/22/97 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS                 | Mexico                | 691789        | 08/22/00       | 443358      | 08/22/00 |            | Artemiss, LLC |
| CW CLIFFORD & WILL S                | Mexico                | 770488        | 11/27/02       | 443357      | 08/22/00 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Mexico                | 474143        | 07/20/94       | 205953      | 07/20/94 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Mexico                | 474144        | 07/20/94       | 205956      | 07/20/94 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Mexico                | 474647        | 07/20/94       | 205955      | 07/20/94 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Mexico                | 474648        | 07/20/94       | 205957      | 07/20/94 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Mexico                | 486557        | 07/20/94       | 205954      | 07/20/94 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS<br>(old logo)   | Mexico                | 507731        | 07/20/94       | 205952      | 07/20/94 |            | Artemiss, LLC |
| ELEMENTS                            | Mexico                | 455619        | 3/29/94        | 189844      | 2/3/94   |            | Artemiss, LLC |
| ELEMENTS                            | Mexico                | 455697        | 3/29/94        | 189843      | 2/3/94   |            | Artemiss, LLC |
| ELEMENTS                            | Mexico                | 455698        | 3/29/94        | 189845      | 2/3/94   |            | Artemiss, LLC |
| ELEMENTS                            | Mexico                | 629516        | 03/30/01       | 443143      | 08/22/00 |            | Artemiss, LLC |
| ELEMENTS                            | Mexico                | 684344        | 08/22/00       | 443142      | 08/22/00 |            | Artemiss, LLC |
| ELEMENTS                            | Mexico                | 685678        | 08/22/00       | 443147      | 08/22/00 |            | Artemiss, LLC |
| SPIEGEL                             | Mexico                | 428905        | 08/25/92       | 148 222     | 08/25/92 |            | Artemiss, LLC |
| SPIEGEL                             | Mexico                | 459588        | 05/09/94       | 148223      | 08/25/92 |            | Artemiss, LLC |
| SPIEGEL                             | Mexico                | 467877        | 7/27/94        | 196013      | 04/13/94 |            | Artemiss, LLC |
| SPIEGEL                             | Mexico                | 486134        | 02/03/94       | 189847      | 02/03/94 |            | Artemiss, LLC |
| SPIEGEL                             | Mexico                | 684345        | 08/22/00       | 443144      | 08/22/00 |            | Artemiss, LLC |

Schedule 1-2

TRADEMARK SECURITY AGREEMENT  
ARTEMISS, LLC

| Trademark  | Jurisdiction       | Reg No    | Reg Date  | App No      | App Date | Status     | Owner         |
|--|--------------------|-----------|-----------|-------------|----------|------------|---------------|
| SPIEGEL  | Mexico             | 685677    | 08/22/00  | 443146      | 08/22/00 |            | Artemiss, LLC |
| SPIEGEL  | Mexico             | 692517    | 03/30/01  | 443145      | 08/22/00 |            | Artemiss, LLC |
| SPIEGEL  | Panama             | 91130     | 11/20/97  | 91130       | 11/20/97 |            | Artemiss, LLC |
| SPIEGEL  | Paraguay           | 247166    | 06/07/02  | 11645 98    | 06/05/98 |            | Artemiss, LLC |
| SPIEGEL  | Russian Federation | 147478    | 04/20/95  | 95 704 482  | 4/20/95  |            | Artemiss, LLC |
| SPIEGEL [and design]   | Russian Federation | 210725    | 04/10/02  | 2000718953  | 07/26/00 |            | Artemiss, LLC |
| JEANOLOGY  | SE                 | 350331    | 11/23/01  | 200008313   | 11/1/00  |            | Artemiss, LLC |
| CW CLIFFORD & WILLS (old logo)                                 | Switzerland        | 415605    | 07/29/93  | 9458/1993 0 | 07/29/93 |            | Artemiss, LLC |
| CW CLIFFORD & WILLS  | Taiwan             | 143309    | 06/01/01  | 89022305    | 04/21/00 |            | Artemiss, LLC |
| JEANOLOGY  | UK                 | 2254152   | 5/18/01   | 2254152     | 11/27/00 |            | Artemiss, LLC |
| SHAPE FX   | UK                 | 2236735   | 4/6/01    | 2236735     | 6/22/00  |            | Artemiss, LLC |
| A LUXURY SHOPPING EXPERIENCE WITHIN REACH                      | US                 | 3,702,389 | 10/27/09  | 77/369,610  | 1/11/08  | Pending    | Artemiss, LLC |
| A.B. LAMBDIN   | US                 | 2,387,471 | 9/19/00   | 75/719,136  | 6/1/99   | Registered | Artemiss, LLC |
| ADAM SPENCER   | US                 | 1,445,296 | 6/30/1987 | 73/626,504  | 10/23/86 | Cancelled  | Artemiss, LLC |
| ALAN MICHAELS  | US                 | 1,447,641 | 07/14/87  | 73/626,509  | 10/23/86 | Cancelled  | Artemiss, LLC |
| BABY ELEMENTS  | US                 | 2,317,265 | 02/08/00  | 75/519,746  | 07/16/98 | Cancelled  | Artemiss, LLC |
| BARE LUXURY  | US                 | 2,474,567 | 07/31/01  | 78/000,001  | 03/20/00 | Cancelled  | Artemiss, LLC |
| BLUSHE BY SPIEGEL  | US                 | 2,383,650 | 09/05/00  | 75/372,254  | 10/14/97 | Cancelled  | Artemiss, LLC |
| BOUTIQUE EUROPA  | US                 | 1,815,873 | 01/11/94  | 74/362,600  | 03/01/93 | Cancelled  | Artemiss, LLC |
| BOUTIQUE EUROPA  | US                 | 1,871,948 | 01/03/95  | 74/313,491  | 9/14/02  | Registered | Artemiss, LLC |
| BUILD YOUR OWN BIKINI  | US                 | 2,465,672 | 07/03/01  | 76/066,503  | 06/09/00 | Registered | Artemiss, LLC |
| CAMI   | US                 | 2,793,219 | 12/9/03   | 75/935,249  | 2/16/00  | Registered | Artemiss, LLC |
| CARABELLA  | US                 | 3,400,898 | 3/25/08   | 77/137,893  | 3/22/07  | Registered | Artemiss, LLC |
| CARABELLA  | US                 | 3,534,732 | 11/18/08  | 77/137,878  | 3/22/07  | Registered | Artemiss, LLC |
| CARABELLA COLLECTION   | US                 | 1,770,814 | 1/29/91   | 74/134,490  | 5/11/93  | Registered | Artemiss, LLC |
| CARABELLA COLLECTION   | US                 | 3,414,104 | 4/22/08   | 77/137,866  | 3/22/07  | Registered | Artemiss, LLC |
| CHINOLOGY  | US                 | 2,429,982 | 2/20/01   | 76/004,418  | 3/20/00  | Registered | Artemiss, LLC |
| CHRISTMAS GUARANTEED   | US                 | 1,588,863 | 03/27/90  | 73/822,283  | 08/28/89 | Registered | Artemiss, LLC |
| CLIFFORD & WILLS   | US                 | 1,320,047 | 02/12/85  | 73/466,356  | 02/02/84 | Cancelled  | Artemiss, LLC |
| CLIFFORD & WILLS   | US                 | 1,658,093 | 09/24/91  | 74/102,806  | 10/03/90 | Registered | Artemiss, LLC |
| CREATE YOUR SIGNATURE STYLE                                    | US                 | 3,702,309 | 10/27/09  | 77/369,676  | 1/11/08  | Pending    | Artemiss, LLC |
| CW   | US                 | 1,841,377 | 06/21/94  | 74/250,445  | 02/28/92 | Cancelled  | Artemiss, LLC |
| CW CLIFFORD & WILLS [and design]                               | US                 | 2,433,558 | 03/06/01  | 76/003,530  | 03/18/00 | Registered | Artemiss, LLC |
| DECORATING WITH UNIQUE STYLE                                   | US                 | 2,454,185 | 05/22/01  | 75/979,935  | 07/13/98 | Cancelled  | Artemiss, LLC |
| DESIGNED TO MAKE THE BODY YOU HAVE LOOK LIKE THE BODY YOU WANT | US                 | 2,540,145 | 2/19/02   | 76/228,105  | 3/22/01  | Registered | Artemiss, LLC |
| DETAILS MAKE THE DIFFERENCE                                    | US                 | 2,276,761 | 9/7/99    | 75/466,996  | 4/13/98  | Cancelled  | Artemiss, LLC |
| EASY STYLE   | US                 | 2,269,553 | 8/10/99   | 75/299,275  | 5/28/97  | Registered | Artemiss, LLC |
| EASY STYLE   | US                 | 2,377,550 | 8/15/00   | 75/799,088  | 9/14/99  | Cancelled  | Artemiss, LLC |
| EASY STYLE HOME  | US                 | 2,431,634 | 2/27/01   | 76/004,536  | 3/20/00  | Cancelled  | Artemiss, LLC |
| ELEMENTS EXCLUSIVELY SPIEGEL                                   | US                 | 1,891,553 | 04/25/95  | 74/360,901  | 02/22/93 | Cancelled  | Artemiss, LLC |
| ELEMENTS OF DESIRE   | US                 | 2,244,044 | 05/04/99  | 75/436,869  | 2/19/98  | Cancelled  | Artemiss, LLC |
| FASHION AVENUE   | US                 | 1,596,571 | 5/15/90   | 73/822,304  | 8/29/89  | Registered | Artemiss, LLC |
| FOR YOU FROM SPIEGEL   | US                 | 1,564,685 | 11/07/89  | 73/785,222  | 03/07/89 | Registered | Artemiss, LLC |
| FREEDOM TO BE FEMININE   | US                 | 2,454,002 | 5/22/01   | 75/765,009  | 8/23/99  | Registered | Artemiss, LLC |
| HONEYBEE [and design]  | US                 | 0,873,854 | 07/29/69  | 72/309,047  | 10/07/68 | Registered | Artemiss, LLC |
| HONEYBEE AND THE   | US                 | 0,838,413 | 11/07/67  | 72/209,695  | 01/11/65 | Expired    | Artemiss, LLC |

Schedule 1-3

DLI-6368916v2

**TRADEMARK**  
**REEL: 004630 FRAME: 0698**

TRADEMARK SECURITY AGREEMENT  
ARTEMISS, LLC

| Trademark  | Jurisdiction | Reg No    | Reg Date | App No     | App Date   | Status     | Owner         |
|--|--------------|-----------|----------|------------|------------|------------|---------------|
| EINBENDER CASUAL<br>[and design]                         |              |           |          |            |            |            |               |
| IF IT'S HOT THERE IT'S<br>HAPPENING HERE                 | US           | 2,224,360 | 02/16/99 | 75/446,013 | 03/06/98   | Cancelled  | Artemiss, LLC |
| INHOME   | US           | 1,494,231 | 06/28/88 | 73/696,394 | 11/19/87   | Cancelled  | Artemiss, LLC |
| JAMES RIVER TRADERS                                      | US           | 2,171,904 | 07/07/98 | 75/210,851 | 12/10/96   | Cancelled  | Artemiss, LLC |
| JAMES RIVER TRADERS<br>[and design]                      | US           | 1,306,087 | 11/20/84 | 73/443,750 | 09/13/83   | Cancelled  | Artemiss, LLC |
| JEAN.E.OLOGY   | US           | 3,230,357 | 4/17/07  | 76/648,487 | 10/04/05   | Registered | Artemiss, LLC |
| JEANOLOGY  | US           | 2,334,899 | 3/28/00  | 75/571,014 | 10/14/98   | Registered | Artemiss, LLC |
| JEANOLOGY  | US           | 2,444,852 | 4/17/01  | 75/563,980 | 10/2/98    | Registered | Artemiss, LLC |
| JEANOLOGY  | US           | 2,453,149 | 5/22/01  | 76/044,490 | 5/10/00    | Cancelled  | Artemiss, LLC |
| JEANOLOGY  | US           | 2,701,277 | 3/25/03  | 76/310,940 | 9/10/01    | Registered | Artemiss, LLC |
| JEANOLOGY BASICS   | US           | 2,343,072 | 4/18/00  | 75/654,026 | 3/4/99     | Registered | Artemiss, LLC |
| JEANOLOGY<br>PERFORMANCE                                 | US           | 2,448,515 | 5/1/01   | 75/808,025 | 9/27/99    | Cancelled  | Artemiss, LLC |
| JEANOLOGY STUDIO   | US           | 2,340,499 | 4/11/00  | 75/607,523 | 12/14/98   | Registered | Artemiss, LLC |
| LIFESTYLE RESOURCE<br>FOR THE WORKING<br>WOMAN           | US           | 2,391,735 | 10/03/00 | 75/858,442 | 11/29/99   | Registered | Artemiss, LLC |
| LIFESTYLE RETAILERS                                      | US           | 2,267,918 | 08/3/99  | 75/498,215 | 06/08/98   | Cancelled  | Artemiss, LLC |
| MAURIZIO<br>COLLECTIONS                                  | US           | 2,458,101 | 06/05/01 | 75/661,135 | 03/16/99   | Cancelled  | Artemiss, LLC |
| MODA SPIEGEL   | US           | 2,155,463 | 05/05/98 | 75/111,821 | 05/30/96   | Cancelled  | Artemiss, LLC |
| MODA SPIEGEL   | US           | 3,137,037 | 8/29/06  | 78/537,328 | 12/22/04   | Registered | Artemiss, LLC |
| N DESIGN   | US           | 2,464,610 | 6/26/01  | 75/846,883 | 11/12/99   | Registered | Artemiss, LLC |
| NEWPORT NEWS   | US           | 1,691,635 | 6/9/92   | 73/839,779 | 11/15/89   | Registered | Artemiss, LLC |
| NEWPORT NEWS   | US           | 1,892,686 | 5/2/95   | 74/303,538 | 8/10/92    | Registered | Artemiss, LLC |
| NEWPORT NEWS   | US           | 2,105,336 | 10/14/97 | 75/179,380 | 10/7/96    | Registered | Artemiss, LLC |
| NEWPORT NEWS   | US           | 2,379,372 | 8/22/00  | 75/784,333 | 8/26/99    | Registered | Artemiss, LLC |
| NEWPORT NEWS   | US           | 2,391,515 | 10/3/00  | 75/799,283 | 9/15/99    | Registered | Artemiss, LLC |
| NEWPORT NEWS   | US           | 2,866,075 | 7/27/04  | 76/470,999 | 11/29/02   | Registered | Artemiss, LLC |
| NEWPORT NEWS<br>COMFORT BEAR                             | US           | 2,394,295 | 10/10/00 | 75/670,429 | 3/30/99    | Cancelled  | Artemiss, LLC |
| NEWPORT NEWS<br>DISCOUNT CLUB                            | US           | 2,198,548 | 10/20/98 | 75/393,605 | 11/20/97   | Cancelled  | Artemiss, LLC |
| NEWPORT NEWS EASY<br>STYLE                               | US           | 2,269,554 | 8/10/99  | 75/299,276 | 5/28/97    | Registered | Artemiss, LLC |
| NEWPORT NEWS EASY<br>STYLE N [and design]                | US           | 2,464,564 | 6/26/01  | 75/822,030 | 10/13/99   | Cancelled  | Artemiss, LLC |
| NEWPORT-NEWS.COM   | US           | 2,415,472 | 12/26/00 | 75/784,328 | 8/26/99    | Registered | Artemiss, LLC |
| NO SEASON, NO LIMITS                                     | US           | N/A       | N/A      | 77/137,905 | 77/137,905 | Abandoned  | Artemiss, LLC |
| OAKBROOK   | US           | 1,464,646 | 11/10/87 | 73/608,794 | 07/10/86   | Cancelled  | Artemiss, LLC |
| ONE PRICE FITS ALL                                       | US           | 2,226,299 | 2/23/99  | 75/474,451 | 4/27/98    | Registered | Artemiss, LLC |
| ONE PRICE FITS ALL                                       | US           | 2,300,932 | 12/14/99 | 75/517,534 | 7/13/98    | Registered | Artemiss, LLC |
| ONE PRICE ONE<br>PACKAGE                                 | US           | 2,347,904 | 5/2/00   | 75/713,422 | 5/25/99    | Cancelled  | Artemiss, LLC |
| ONVIEW   | US           | 2,116,392 | 11/25/97 | 75/230,406 | 1/22/97    | Cancelled  | Artemiss, LLC |
| ONVIEW HOME  | US           | 2,434,322 | 03/06/01 | 75/979,927 | 10/14/97   | Cancelled  | Artemiss, LLC |
| ORARIO   | US           | 2,418,468 | 01/02/01 | 75/790,013 | 09/23/99   | Cancelled  | Artemiss, LLC |
| PARADOX  | US           | 1,863,192 | 11/15/94 | 74/368,687 | 03/17/93   | Cancelled  | Artemiss, LLC |
| PRIVATE LIFE   | US           | 0,831,850 | 07/11/67 | 72/147,242 | 07/19/62   | Expired    | Artemiss, LLC |
| PRIVATE LIVES  | US           | 1,279,922 | 05/29/84 | 73/342,715 | 12/21/81   | Cancelled  | Artemiss, LLC |
| PRIVATE LIVES  | US           | 1,342,543 | 06/18/85 | 73/465,259 | 02/13/84   | Cancelled  | Artemiss, LLC |
| QUADKINI   | US           | 2,430,406 | 2/20/01  | 75/667,707 | 3/25/99    | Cancelled  | Artemiss, LLC |
| REALITY DRESSING   | US           | 3,081,039 | 4/11/06  | 78/596,863 | 3/29/05    | Registered | Artemiss, LLC |
| REFLECTIONS BY<br>SPIEGEL                                | US           | 2,418,065 | 01/02/01 | 75/545,430 | 09/01/98   | Registered | Artemiss, LLC |
| RR [and Design]  | US           | 2,384,033 | 09/05/00 | 75/563,721 | 10/5/98    | Cancelled  | Artemiss, LLC |
| S MADE EXCLUSIVELY<br>FOR SPIEGEL CATALOG<br>INC         | US           | 2,753,634 | 08/19/03 | 76/123,205 | 09/06/00   | Registered | Artemiss, LLC |
| SECOND HAND NEWS<br>FASHION CATALOG<br>RETURNS FOR YOU & | US           | 2,256,062 | 06/22/99 | 75/372,257 | 10/14/97   | Cancelled  | Artemiss, LLC |

Schedule 1-4

TRADEMARK SECURITY AGREEMENT  
ARTEMISS, LLC

| Trademark  | Jurisdiction | Reg No    | Reg Date | App No      | App Date | Status                           | Owner         |
|--|--------------|-----------|----------|-------------|----------|----------------------------------|---------------|
| YOUR HOME [and design]                             |              |           |          |             |          |                                  |               |
| SECRET SCULPTOR BY SHAPE FX                        | US           | 3,787,969 | 5/2/10   | 77/500,060  | 06/16/08 | Pending                          | Artemiss, LLC |
| SENSUAL HOME                                       | US           | 2,304,757 | 12/28/99 | 75/435,144  | 02/17/98 | Cancelled                        | Artemiss, LLC |
| SHAPE & SLIM                                       | US           | 2,113,070 | 11/11/97 | 75/147,836  | 08/09/96 | Cancelled                        | Artemiss, LLC |
| SHAPE & SLIM                                       | US           | 3,583,433 | 3/3/09   | 78/719,130  | 9/23/05  | Registered                       | Artemiss, LLC |
| SHAPE FX   | US           | 2,398,811 | 10/24/00 | 75/725,951  | 6/10/99  | Registered Supplemental Register | Artemiss, LLC |
| SHAPE FX   | US           | 2,598,557 | 07/23/02 | 75/810,448  | 10/21/99 | Registered                       | Artemiss, LLC |
| SHAPE FX   | US           | 3,268,360 | 07/24/07 | 78/972,117  | 09/12/06 | Registered                       | Artemiss, LLC |
| SHOPPING AT THE SPEED OF LIFE                      | US           | 2,139,476 | 2/24/98  | 75/016,965  | 10/19/95 | Cancelled                        | Artemiss, LLC |
| SHOPPING AT THE SPEED OF LIFE                      | US           | 2,437,259 | 03/20/01 | 76/037,375  | 05/01/00 | Cancelled                        | Artemiss, LLC |
| SPIEGEL  | US           | 1,339,154 | 06/04/85 | 73/463,727  | 02/02/84 | Registered                       | Artemiss, LLC |
| SPIEGEL  | US           | 1,840,600 | 06/21/94 | 74/387,194  | 05/05/93 | Registered                       | Artemiss, LLC |
| SPIEGEL  | US           | 2,357,704 | 06/13/00 | 75/784,327  | 08/26/99 | Registered                       | Artemiss, LLC |
| SPIEGEL  | US           | 3,466,133 | 07/15/08 | 77/253,973  | 08/13/07 | Registered                       | Artemiss, LLC |
| SPIEGEL [and design]                               | US           | 1,496,715 | 07/19/88 | 73/630,313  | 11/14/86 | Registered                       | Artemiss, LLC |
| SPIEGEL EMARKET (AND DESIGN)                       | US           | 2,717,759 | 05/20/03 | 76/028,851  | 04/19/00 | Registered                       | Artemiss, LLC |
| SPIEGEL INCENTIVES                                 | US           | 2,584,963 | 06/25/02 | 76/228,675  | 03/23/01 | Cancelled                        | Artemiss, LLC |
| SPIEGEL SIGNATURE                                  | US           | 3,702,383 | 10/27/09 | 77/368,436  | 1/10/08  | Pending                          | Artemiss, LLC |
| SPIEGEL SIGNATURE                                  | US           | 3,444,214 | 06/10/08 | 77/243,261  | 07/31/07 | Registered                       | Artemiss, LLC |
| SPIEGEL SIGNATURE                                  | US           | 3,483,616 | 08/12/08 | 77/255689   | 8/15/07  | Registered                       | Artemiss, LLC |
| SPIEGEL SIGNATURE ESTATE                           | US           |           | N/A      | 77/368,430  | 1/10/08  | Pending                          | Artemiss, LLC |
| SPIEGEL.COM  | US           | 2,387,639 | 09/19/00 | 75/784,329  | 08/26/99 | Registered                       | Artemiss, LLC |
| SPIEGELTRONICS                                     | US           | 2,346,491 | 05/02/00 | 75/504,544  | 07/16/98 | Cancelled                        | Artemiss, LLC |
| STYLES TO GO                                       | US           | 1,856,793 | 10/04/94 | 74/276,347  | 05/15/92 | Cancelled                        | Artemiss, LLC |
| SUN STREAK   | US           | 1,462,939 | 10/27/87 | 73/651,067  | 3/23/87  | Registered                       | Artemiss, LLC |
| SWIM 21  | US           | 2,152,547 | 04/21/98 | 75/308,051  | 06/12/97 | Cancelled                        | Artemiss, LLC |
| THE 12 DAYS OF SHOPPING                            | US           | 2,420,276 | 1/9/01   | 75/775,754  | 8/11/99  | Registered Supplemental Register | Artemiss, LLC |
| THE BEST IDEA IN A THOUSAND YEARS                  | US           | 2,585,876 | 6/25/02  | 75/765,011  | 8/23/99  | Cancelled                        | Artemiss, LLC |
| THE FINER THINGS                                   | US           | 1,442,086 | 06/09/87 | 73/626,488  | 10/23/86 | Cancelled                        | Artemiss, LLC |
| THE KID'S RESOURCE                                 | US           | 2,513,324 | 11/27/01 | 75/855,161  | 12/09/99 | Cancelled                        | Artemiss, LLC |
| THE SPIEGEL GROUP                                  | US           | 2,554,891 | 04/02/02 | 76/015,859  | 04/03/00 | Registered                       | Artemiss, LLC |
| THE SPIEGEL GROUP LIFESTYLE RETAILERS (AND DESIGN) | US           | 2,471,411 | 07/24/01 | 76/029,020  | 04/19/00 | Cancelled                        | Artemiss, LLC |
| THE ULTIMATE OUTLET                                | US           | 1,472,213 | 01/12/88 | 73/640,009  | 01/15/87 | Registered                       | Artemiss, LLC |
| TOFFS  | US           | 1,443,315 | 06/16/87 | 73/626,495  | 10/23/86 | Cancelled                        | Artemiss, LLC |
| WORLD OF MY OWN                                    | US           | 2,119,576 | 12/9/97  | 75/196,856  | 11/12/97 | Cancelled                        | Artemiss, LLC |
| THE 7 WAYS EVERY WOMAN'S BODY BREAKS HER HEART     | US           | 3904068   | 01/11/11 | 85/049,191  | 7/22/10  | Registered                       | Artemiss, LLC |
| BODY BETRAYALS                                     | US           | 3904067   | 01/11/11 | 85/049,187  | 5/27/10  | Registered                       | Artemiss, LLC |
| JEANOLOGY BASIC                                    | US           | 85034419  | 7/19/11  | 85/034,419  | 05/10/10 | Application                      | Artemiss, LLC |
| NEWPORT NEWS                                       | China        | 8777654   |          |             | 10/26/10 | Application                      | Artemiss, LLC |
| SECRET SCULPTOR                                    | Canada       |           |          | 1475922     | 04/07/10 | Application                      | Artemiss, LLC |
| SPIEGEL  | China        | 8227129   |          |             | 04/21/10 | Application                      | Artemiss, LLC |
| COLOR BY NEWPORT NEWS                              | US           |           |          | 77/928,638  | 2/4/2010 | PENDING                          | Artemiss, LLC |
| FX FIRM  | US           |           |          | 85/402270   | 8/19/11  | PENDING                          | Artemiss, LLC |
| SECRET SCULPTOR                                    | US           | 3,986,426 | 6/28/11  | 77/844,693  | 10/8/09  | REGISTERED                       | Artemiss, LLC |
| THE REAL RED CARPET SECRET                         | US           |           |          | 85/169,577  | 7/22/10  | PENDING                          | Artemiss, LLC |
| SIGNATURE BEAUTY                                   | US           |           |          | 77/928,637  | 2/4/10   | PENDING                          | Artemiss, LLC |
| SPL SIGNATURE ESTATE                               | US           |           |          | 85/094,0293 | 7/27/10  | PENDING                          | Artemiss, LLC |

Schedule 1-5

B. IP LICENSES