



## ASSIGNMENT

This is an agreement by and between GRAMEX CORPORATION (“AS SIGNOR”), a corporation organized and existing under the laws of the State of Missouri, doing business as GrandPa’s, with an address of 11900 St. Charles Rock Road, Bridgeton, Missouri 63042, and VALUE CITY OF MICHIGAN, INC. (“AS SIGNEE”), a corporation organized and existing under the laws of the State of Michigan, with an address of 36901 Warren Road, Westland, Michigan 48185.

**WHEREAS**, ASSIGNOR has adopted and is using in the United States the service mark “**G RANDPA’S**”, which is the subject of U.S. Trademark Registration No. 1,359,842, and the service design mark **GrandPa** (with design), which is the subject of U.S. Trademark Registration No. 1,368,323 (hereinafter collectively referred to as the “**M arks**”), as set forth in Exhibit A attached hereto; and

**WHEREAS**, VALUE CITY DEPARTMENT STORES, INC. (“**VCDS**”), a corporation organized and existing under the laws of the State of Ohio, with an address of 3241 Westerville Road, Columbus, Ohio 43224, entered into a Stock Purchase Agreement (“**Agreement**”) with **ASSIGNOR** on November 8, 1999; and

**WHEREAS**, pursuant to the terms of the Agreement, VCDS acquired all assets from **ASSIGNOR** necessary to operate **ASSIGNOR’S** stores, including the Marks and the registrations therefor as well as the goodwill associated therewith; and

**WHEREAS**, VCDS wishes all right, title and interest in and to the Marks and the registrations therefor and the goodwill associated therewith be owned by **ASSIGNEE**; and

**WHEREAS, ASSIGNEE** wishes to confirm the rights it has acquired from **ASSIGNOR** in and to the Marks, the registrations thereof, and any goodwill associated with the Marks.

**NOW, THEREFORE,** for good and valuable consideration, receipt of which is hereby acknowledged, **ASSIGNOR** does hereby assign and transfer to **ASSIGNEE** the entire right, title, and interest in and to the Marks and the registrations for the Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and all other rights which **ASSIGNOR** has enjoyed thereunder in the United States, including any and all rights of recovery based on past infringement of the Marks and registrations, the same to be held and enjoyed by the **ASSIGNEE**, its successors and assigns.

**FOR THE SAME CONSIDERATION, ASSIGNOR** also hereby covenants and agrees to and with **ASSIGNEE**, its successors, legal representatives and assigns, that, as of November 14, 1999, **ASSIGNOR** is the sole and lawful owner of the entire right, title and interest in and to the applications and registrations and believes it is the sole and lawful owner of the entire right, title and interest to the Marks and goodwill associated therewith and that the same are unencumbered and that **ASSIGNOR** has good and full right and lawful authority to sell and convey the same in the manner herein set forth;

**AND** for the same consideration, **ASSIGNOR** hereby covenants and agrees to and with **ASSIGNEE**, its successors, legal representatives and assigns, that **ASSIGNOR** will, whenever counsel of **ASSIGNEE**, or the counsel of its successors, legal representatives and assigns, shall advise that it is lawful and desirable, sign all papers and documents, deliver necessary documents including original registration certificates, if available, take all lawful oaths, execute separate confirmatory assignments, and do all acts necessary or desirable to be done to

accomplish the objectives of this Assignment and the recording thereof at the U.S. Patent and Trademark Office.

This Assignment is effective November 14, 1999.

Signed at COLUMBUS in the County of FRANKLIN State of OHIO,

this 5th day of DECEMBER 2001.

Gramex Corporation

Assignor

By: James A. McGrady  
(Signature)

Name: JAMES A. McGRADY

Title: CFO

Value City of Michigan, Inc.

Assignee

By: James A. McGrady  
(Signature)

Name: JAMES A. McGRADY

Title: CFO

Consented to by: Value City Department Stores, Inc.

By: James A. McGrady  
(Signature)

Name: JAMES A. McGRADY

Title: CFO

EXHIBIT A

| <u>Mark</u>  | <u>Registration Number</u> | <u>U.S. Class</u> | <u>Goods for Which Registered</u> |
|--|----------------------------|-------------------|-----------------------------------|
| 1. "GRANDPA'S"   | 1,359,842                  | 101               | Retail Department Store Services  |
| 2. Design Only:<br>GrandPa with Child<br>Silhouette and Logo | 1,368,323                  | 101               | Retail Department Store Services  |