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U.S. DEPARTMENT OF COMMERCE

Patent	and	Trademark	Office	

To the Honorable Commissioner of Pater 102097	.ed original documents or copy thereof
1. Name of Conveying Party(ies):	2. Name and address of receiving party(ies):
Strawbridge & Clothier Individual(s)	Name: The May Department Stores Company Street Address: 611 Olive Street City: St. Louis State: MO Zip: 63101 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of New York 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.
4. Application number(s) or registration number(s): A. Trademark Application No.(s) N/A Additional numbers attached? □ Yes □ No 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Sarah J. Westover c/o The May Department Stores Company Street Address: 611 Olive Street	B. Trademark registration No.(s) 1,323,899 and 1,991,425 Additional numbers attached? Yes No 6. Total number of applications and registrations involved. 2 7. Total fee (37 CFR 3.41). \$65 Enclosed Authorized to be charged to deposit account
City: St. Louis State: MO ZIP: 63101	8. Deposit account number:
2:481 40.00 00 3:482 25.00 00	(Attach duplicate copy of this page if paying by deposit account)
Statement and signature.	THIS SPACE Information is true and correct and any attached copy is a true

ASSIGNMENT OF TRADEMARKS

WHEREAS, Strawbridge & Clothier, a Pennsylvania corporation, with principal offices located at 801 Market Street, Philadelphia, Pennsylvania 19107 ("Assignor") has owned and used the trademarks and service marks, which marks are registered in the United States Patent and Trademark Office, as set forth in Exhibit A attached hereto and made a part hereof, and which marks have applications for registration pending in the United States Patent and Trademark Office, as set forth on Exhibit B attached hereto and made a part hereof (collectively, the "Marks"); and

WHEREAS, under the terms of the Asset Purchase Agreement, dated as of April 4, 1996, by and between Strawbridge & Clothier and The May Department Stores Company, a New York corporation, with principal offices located at 611 Olive Street, St. Louis, Missouri 63101. Strawbridge & Clothier has agreed to sell and The May Department Stores Company ("Assignee") has agreed to purchase the Marks.

NOW THEREFORE, in consideration of and in exchange for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell. assign and set over unto Assignee all rights, title and interest in and to said Marks and all goodwill associated therewith, and the underlying registrations therefor, and the applications for registration pending in the United States Patent and Trademark Office.

STRAWBRIDGE & CLOTHIER, a Pennsylvania corporation.

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Its: Vice President

STATE OF NEW YOR) SS.

The foregoing Assignment was acknowledged before me this 18 day of W/ 1996 by of Strawbridge & Clothier, a Pennsylvania corporation, on behalf

of Strawbridge & Clothier.

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Notary Public

M. CHIARA MASCIANDARO
Notary Public, State of New York
No. 01MA5049189
Outlified in New York County

Qualified in New York County Commission Expires Sept. 11, 1997 06/28/96

TRADEMARK REEL: 002510 FRAME: 0249

Exhibit B

Mark	Registration No.	Class	Services	Registration Date
STRAWBRIDGE & CLOTHIER	1,323,899	42	Retail department store services	March 5, 1985
THINK STRAWBRIDGE & CLOTHIER FIRST	1,991,425	42	Retail department store services	August 6, 1996

TRADEMARK
RECORDED: 05/21/2002 REEL: 002510 FRAME: 0250