

07-16-2002



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

PTO-1594 R
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Value City Of Michigan, Inc. *6-20-02*

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 11, 2002

2. Name and address of receiving party(ies)

Name: Cerberus Partners, L.P.

Internal Address:

Street Address: 425 Park Avenue, 28th Floor

City: New York State: NY Zip: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- Corporation-State
- Other L.L.C.

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

TRADEMARK FEE PROCESS RECEIVED
2002 JUN 20 A 9:08
US PATENT & TRADEMARK OFFICE

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

A. Trademark Application No.(s) See attached schedule

B. Trademark Registration No.(s) see attached schedule

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Scott M. Kareff, Esq.

Internal Address: Schulte, Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 120

7. Total fee (37 CFR 3.41).....\$ 3015.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte, Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

Scott M. Kareff, Esq.

Name of Person Signing


Signature

June 17, 2002

Date

Total number of pages including cover sheet, attachments, and document: 10

07/15/2002 LMJELLER 00000067 2419432

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
2975.00 OP

TRADEMARK
REEL: 002538 FRAME: 0252

SCHEDULE

A. TRADEMARK AND SERVICE MARK REGISTRATIONS

MARK	REGISTRATION NUMBER	REGISTRATION DATE
212°	2,419,432	1/9/01
A woman's head design	1,041,504	6/15/76
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ALREADY A LEGEND	1,897,574	6/6/95
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BASIC B/U UTILITIES	1,809,837	12/7/93
BETTER LIVING FOR LESS	2,156,940	5/12/98
BETTER LIVING FOR LESS!	2,156,939	5/12/98
BLUE ZONE (and Design)	1,359,319	9/10/85
BODY EQUIP.	2,213,531	12/22/98
BODY EQUIPMENT	2,339,309	4/4/00
BODY EQUIPMENT	2,355,433	6/6/00
BODY EQUIPMENT	2,391,875	10/3/00
BOUNTIFUL BLOOMS	2,230,471	3/9/99
BRUSH PALS	2,223,151	2/9/99
BUYOUT UNLIMITED VALUES FOR A LIMITED TIME	2,097,606	9/16/97
C.D.M. CUIR DU MONDE	1,868,909	12/20/94
CHESS KING	0,852,816	7/16/68
CHESS KING	0,871,942	6/24/69
CHESS KING (and Design)	1,355,570	8/20/85
CIGLIANO	1,867,052	12/13/94
CIGNAL	2,397,419	10/24/00
CIGNAL	2,474,028	7/31/01
CLAIRE'S BEARS	2,518,655	12/11/01
CLASSIC REMEMBRANCE	2,127,323	1/6/98
CLASSIC-HOME	M77-080 (Michigan)	6/11/93
CLASSIC-HOME	2,048,535	4/1/97
CLOTHES AND EFFECT (and Design)	1,852,455	9/6/94
CLUB INTERNATIONAL	1,453,246	8/18/87
COZZ	2,203,393	11/17/98
CROWLEY'S	1,748,601	1/26/93
Design of Man and Child (Grandpa's)	1,368,323	10/29/85
Design of Man Jumping for Joy	2,156,787	5/12/98
DESIGNER SHOWPLACE	SM4954 (Ohio)	5/10/83
DJ'S FASHION CENTER FOR MEN (and Design)	20243 (California)	7/2/84
DJ'S FASHION CENTER FOR MEN (and Design)	421156 (Louisiana)	6/22/84
E ELENA TANNASSI SPORT	2,186,857	9/1/98
ELENA TANNASSI	2,345,467	4/25/00
ELENA TANNASSI LE COLLEZIONI	2,347,297	5/2/00
FLORENZI	1,845,683	7/19/94
FLORENZI	2,519,119	12/18/01
FLORENZI FINE LEATHERS	2,376,187	8/8/00

TRADEMARK

REEL: 002538 FRAME: 0253

FLORENZI WOMAN	2,329,695	3/14/00
FREE FALL	1,422,349	12/23/86
FREE FALL (stylized)	1,353,003	8/6/85
FREE FALL (stylized)	1,410,638	9/23/86
GALLAY (stylized)	1,937,681	11/28/95
GARAGE JEAN COMPANY	2,261,431	7/13/99
GET THE FEELING	2,137,440	2/17/98
GRANDPA'S	1,359,842	9/10/85
GUISEPPI VERDI	1,307,165	11/27/84
HEY, IT'S YOUR MONEY. GET MORE FOR IT.	2,433,069	3/6/01
HEY, IT'S YOUR MONEY. GET MORE FOR IT.	2,475,650	8/7/01
HILL HOUSE	2,208,871	12/8/98
HIS PLACE	1,708,916	8/18/92
HIS PLACE	2,314,868	2/1/00
HOME LIFESTYLES	2,455,579	5/29/01
I.O.U.	1,852,453	9/6/94
IN CARD	1,906,756	7/18/95
INTIMATE SECRETS	2,195,611	10/13/98
INTIMATE SECRETS	2,285,838	10/12/99
IOU.	2,341,282	4/11/00
IT'S YOUR MONEY	2,433,071	3/6/01
IT'S YOUR MONEY	2,492,332	9/25/01
J.D. CHRISTOPHER	2,299,257	12/14/99
J. CHRISTOPHER	1,428,449	10/27/97
JOSEPH RICHARDS	1,786,182	8/3/93
KORNER KIDS	2,419,271	1/9/01
MANUAL DANTE	1,924,686	10/3/95
MAZZONI	2,263,818	7/20/99
MEMPHIS BLUES	2,259,855	7/6/99
MERRY GO ROUND KIDS	2,327,082	3/7/00
OPPORTUNITY KNOCKS. EVERY DAY.	2,284,127	10/5/99
OUTDOOR LIFESTYLES	2,099,301	9/23/97
P.U.R.E. PRODUCTS	2,257,362	6/29/99
PARADE OF CLOWNS	2,235,244	3/23/99
PUBLIC SUPPLY CO.	2,170,071	6/30/98
RIGLIANO	2,494,122	10/2/01
ROSEMARY & IVY	2,098,396	9/16/97
SCRIPT	1,831,409	4/19/94
SLEEPGARDEN	2,350,938	5/16/00
SPEND VALENTINE'S DAY WITH US AND SPEND LESS	2,264,486	7/27/99
SPRINGTIME TRADITIONS	2,354,130	5/30/00
T. EDWARDS	1,041,505	6/15/76
T. EDWARDS	2,251,812	6/8/99
THE DOLLHOUSE COLLECTION	2,203,366	11/10/98
THE GOURMET MARKET (and Design)	2,112,367	11/11/97
THE GOURMET MARKET (and Design)	2,349,129	5/9/00
THE MARKET SPECIALTY BLEND	2,349,130	5/9/00

TRADEMARK

REEL: 002538 FRAME: 0254

THE TUXEDO CLUB	1,508,299	10/11/88
212 TWO HUNDRED TWELVE DEGREES	1,885,610	3/21/95
U.S.A. CLASSIC	2,024,467	12/17/96
U.S.A. CLASSIC	2,136,668	2/17/98
U.S.A. CLASSIC	2,280,142	9/21/99
U.S.A. CLASSIC	2,365,350	7/4/00
U.S.A. CLASSIC	2,436,378	3/20/01
U.S.A. CLASSIC (and Design)	1,250,470	9/6/83
VC VIA COMO	1,912,618	8/15/95
VILLAGE GARDENER	2,102,148	9/30/97
VILLAGE GARDENER	2,127,872	1/6/98
VILLAGE GARDENER	2,127,873	1/6/98
VILLAGE GARDENER	2,127,874	1/6/98
VILLAGE GARDENER	2,154,321	4/28/98
VILLAGE GARDENER	2,155,738	5/5/98
VILLAGE GARDENER	2,180,515	8/11/98
WITCH'S HAUNT	2,159,620	5/19/98
WONDERLAND COLLECTIBLES	2,062,358	5/13/97
WONDERLAND TRADITIONS	2,067,780	6/3/97
WONDERLAND TRADITIONS	2,286,915	10/19/99

B. FEDERAL AND STATE TRADEMARK AND SERVICE MARK APPLICATIONS

MARK	SERIAL NUMBER	FILING DATE
AMERICANA BY TODAY'S LIVING	76/349,118	12/17/01
CLAIRE'S BEARS	75/671,588	3/31/99
CREATIVE LIFESTYLES	76/261,717	5/23/01
DEW EUROPEAN WAREHOUSE	75/883,704	12/30/99
DFW FASHION WAREHOUSE	75/883,703	12/30/99
HEART & SOUL	75/719,246	6/2/99
HEART & SOUL	75/981,473	6/2/99
OLD BOSTON CANDLES	76/202,443	1/30/01
OLDE WORLD CANDLES	76/202,445	1/30/01
SPEND THE HOLIDAYS WITH US AND SPEND LESS	75/439,813	2/24/98
TODAY'S LIVING	76/261,834	5/23/01

ASSIGNMENT FOR SECURITYTRADEMARKS

WHEREAS, Value City Michigan, Inc., a Michigan corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated June 11, 2002 (the "Security Agreement"), in favor of Cerberus Partners, L.P., as agent for certain lenders under the Financing Agreement (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 11, 2002.

VALUE CITY MICHIGAN, INC

By: 

Name:

James A. McGlady

Title:

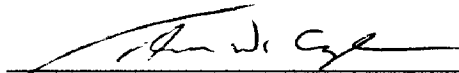
Chief Financial Officer

STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK

On this 11th day of June, 2002, before me personally came James A. McGrady, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Chief Financial Officer of Value City of Michigan, Inc., a Michigan corporation, and that he executed the foregoing instrument in the firm name of Value City of Michigan, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

By: 

THOMAS W. CAPLIS
Notary Public, State of New York
No. 01CA6024777
Qualified in New York County
Commission Expires May 17, 2003



**SCHEDULE 1A TO ASSIGNMENT FOR SECURITY
TRADEMARKS AND TRADEMARK APPLICATIONS**

Value City of Michigan, Inc.

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HEART & SOUL	75/981,473	6/2/99
OLD BOSTON CANDLES	76/202,443	1/30/01
OLDE WORLD CANDLES	76/202,445	1/30/01
SPEND THE HOLIDAYS WITH US AND SPEND LESS	75/439,813	2/24/98
TODAY'S LIVING	76/261,834	5/23/01

C. FOREIGN TRADEMARKS AND SERVICE MARKS

MARK	COUNTRY	SERIAL/REG. NUMBER	REG. DATE
CHESS KING	Hong Kong	613/80	11/24/78
I.O.U.	Japan	2702643	1/31/95
I.O.U. and wings Design	Japan	2721118	5/2/97
I.O.U.	Mexico	530,436	9/6/96
CHESS KING	Puerto Rico	7,457	6/24/69
I.O.U.	Puerto Rico	31,329	9/24/92

CHESS KING	S. Korea	19632	N/A
CHESS KING	Singapore	78,878	1/19/79

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RECORDED: 06/20/2002

TRADEMARK
REEL: 002538 FRAME: 0261