U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

3-5-03

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To the Honorable Commissioner of Pat	ed original documents or convithereof
1. Name of Conveying Party(ics):	2. Name and address of receiving party(ies) :
Strawbridge & Clothier	Name: The May Department Stores Company
	Street Address: 611 Olive Street
□ Individual(s) □ Association □ General Partnership □ Limited Partnership ▼ Corporation-State of PA □ Other □ Additional name(s) of conveying party(ies) attached? □Yes ➤No	City: St. Louis State: MO Zip: 63101 □ Individual(s) citizenship □ Association □ General Partnership □ Limited Partnership
3. Nature of Conveyance:	X □ Corporation-State New York □ Other
★ Assignment	If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes No
See attached Exhibit 1	
4. Application number(s) or registration number(s):	
A. Trademark Application No.(s) N/A	B. Trademark registration No.(s) See attached Exhibit 2
Additional numbers attached? □ Yes □ No	Additional numbers attached? No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved
Name: Sarah J. Westover The May Department Stores Company	7. Total fee (37 CFR 3.41)\$ 290
Street Address: 611 Olive St., Suite 1750	x Enclosed
City: St. Louis State: MO ZIP: 63101	☐ Authorized to be charged to deposit account
	8. Deposit account number:
705/2003 TBIAZ1 00000132 154712	· :
FC:8321 40.00 0P FC:8322 250.00 0P	(Attach duplicate copy of this page if paying by deposit account)
DO NOT USE	THIS SPACE
copy of the original document.	aformation is true and correct and any attached copy is a true $3/4/03$
Name of Person Signing Richard A. Brickson, Secretary The May Department Stores Company (a NY corp	Signature Date Total number of pages comprising cover sheet [6]

EXHIBIT 2

STRAWBRIDGE & CLOTHIER TRADEMARK AND SERVICE MARK FEDERAL REGISTRATIONS

(Assignment filed with U.S. Patent & Trademark Office)

Name/Reg. No.	Class	Goods/Services	Reg. Date
BIGG SATURDAY Reg. No. 1,297,139	42	Retail department store services	9/18/84
CLOVER DAY Reg. No. 1,297,140	42	Retail department store services	9/18/84
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design Reg. No. 1,308,401	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet goods, beverages and cookware	12/04/84
STRAWBRIDGE & CLOTHIER Reg. No. 1,322,210	20	Furniture	02/26/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,322,243	24	Pillow covers and mattress covers	02/26/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,322,443	30	Pretzels and candy	02/26/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,323,412	25	Wearing apparel for men, women and children, namely, dresses, blouses, shirts, swimwear, slacks, t-shirts, skirts, sweaters, pants, shorts, blazers, gloves, hosiery, coats, suits, gowns, robes, kimonos, bunting, neckties, sandals, boots, and shoes	03/05/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,323,416	27	Carpets	03/05/85
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design Reg. No. 1,322,583	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet foods, beverages and cookware	04/23/85
APPLECROSS & PEALE Reg. No. 1,462,929	25	Women's sportswear, namely, jackets, sweaters, skirts, blouses, t-shirts, pants, shorts, dresses and jumpers	10/27/87
OVERLOOK Reg. No. 1,541,053	42	Restaurant services	05/23/89

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,

STATE OF NEW YORK

The foregoing Assignment was acknowledged before me this \\ \begin{align*} \begin{align*} \text{day of } \end{align*} In the strawbridge & Clothier, a Pennsylvania corporation, on behalf

of Strawbridge & Clothier.

Notary Public

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

Commission Expires Sept. 11, 1997

06/28/96

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Exhibit A STRAWBRIDGE & CLOTHIER TRADEMARK AND SERVICE MARK FEDERAL REGISTRATION

NAME REGISTRATION NO.	CLASS	REGISTERED USE	REGISTRATION DATE
WICKHAM and Design 154,712	25	Men's and boys' outer clothing	04/18/22
ROYAL FAMILY HOSIERY 350,112	25	Hosiery	09/14/37
STRAWBRIDGE & CLOTHIER and Design 903,640	35	Retail department store services	12/01/70
ROYAL FAMILY 1,159,268	25	Hosiery	06/30/81
BIGG SATURDAY 1,297,139	42	Retail department store services	09/18/84
CLOVER DAY 1,297,140	42	Retail department store services	09/18/84
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design (Small Design) 1,308,401	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet goods, beverages and cookware	12/04/84
STRAWBRIDGE & CLOTHIER 1,322,210	20	Furniture	02/26/85
STRAWBRIDGE & CLOTHIER 1,322,243	24	Pillow covers and mattress covers	02/26/85
STRAWBRIDGE & CLOTHIER 1,322,443	30	Pretzels and candy	02/26/85
STRAWBRIDGE & CLOTHIER 1,323,412	25	Wearing apparel for men, women and children - namely, dresses, blouses, shirts, swimwear, slacks, T-shirts, skirts, sweaters, pants, shorts, blazers, gloves, hosiery, coats, suits, gowns, robes, kimonos, bunting, neckties, sandals, boots, and shoes	03/05/85
STRAWBRIDGE & CLOTHIER 1,323,416	27	Carpets	03/05/85
STRAWBRIDGE & CLOTHIER 1,323,899	42	Retail department store services	03/05/85
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design (Large Design) 1,322,583	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet foods, beverages and cookware	04/23/85
APPLECROSS & PEALE 1,462,929	25	Women's sportswear, namely, jackets, sweaters, skirts, blouses, T-shirts, pants, shorts, dresses and jumpers	10/27/87

NAME REGISTRATION NO.	<u>د . ۱۵</u>	REGISTERED USE	REGISTRATION DATE
OVERLOOK 1,541,053	42	Restaurant services	05/23/89
CAROLYNE SIMPSON 1,581,664	25	Women's clothing, namely sweaters, jackets and skirts	02/06/90
VP and Design 1,770,688	42	Retail department store services	05/11/93
S&C SHOE CLUB 1,816,248	42	Retail department store services featuring gift certificates for frequent shoe customers	01/11/94
S&C SHOE CLUB and Design 1,817,222	42	Retail department store services featuring gift certificates for frequent shoe customers	01/18/94
VP 1,828,645	42	Retail department store services	03/29/94
RENDEZVOUS 1,853,165	25	Shoes	09/06/94
LIBERTY ADAMS 1,876,693	25	Women's sportswear, namely, sweaters	01/31/95
OPEN HOUSE and Design 1,920,484	42	Retail department store services	09/19/95

Exhibit B PENDING APPLICATIONS FOR REGISTRATIONS

<u>MARK</u>	CLASS NO.	APPL. SER. NO.	USE	FILING DATE
COLLECTORS WALK	42	74/639,578	Retail store services involving the sale of furniture and related decorative accessories	02/28/95
THINK STRAWBRIDGE & CLOTHIER FIRST	42	74/728,084	Retail department store services	09/11/95
MODERN CONCEPTS	42	75/730,080	Retail department store services featuring women's clothing	09/18/95
FORWARD LOOK	42	75/005,394	Retail department store services featuring women's clothing	10/11/95

RECORDED: 03/05/2003