(Rev. 10/02)	ORM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
OMB No. 0651-0027 (exp. 6/30/2005) Tab settings → → ▼ ▼ ▼ ▼	
	s: Please record the attached original documents or copy thereof.
1. Name of conveying party(less):	2. Name and address of receiving party(#ea)
Strawbridge & Clothier	Name: The May Department Stores Company Internal
Individual(s) General Partnership Corporation-State of PA Other Additional name(s) of conveying party(ies) attached? Assignment Security Agreement Change of Name X Other Correction: Change Reg. #1,322,583 Found at Reel/Frame Execution Date: 002683/0165 to Reg.	Association General Partnership Limited Pertnership X Corporation-State New York
4. Application number(s) or registration number(s): A. Trademark Application No.(s) N/A P/A	B. Trademark Registration No.(s) See attached Exhibit 2
Additional number(s) a	attached X Yes No
Name and address of party to whom correspondence concerning document should be mailed: Sarah J. Westower	6. Total number of applications and registrations involved:
Name: Sarah J. Westover	
The May Department Stores Company	7. Total fee (37 CFR 3.41)
Street Address: 611 Olive St., Suite 1750	8. Deposit account number:
City: St. Louis State: MO Zip: 63101	,
DO NOT USE	THIS SPACE
9. Signature. Richard A. Brickson, Secretary The May Department Stores Company (a NY corpl) Name of Person Signing	9 15 03 gnature 0 2 0 2 0 2 0 2 0 2 0 2 0 2 0 2 0 2 0
Total number of pages including cover	w sheet, attachments, and document

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 3. 15. 2003 11:17AM MAY CO LEGAL NO. 0043 P. 7

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 gournet foods and beverages and retail store services in the field of gournet 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

^{*} Correct Reg. # is 1,332,583

Patent and Trademark Office

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03-05-2003



To the Honorable Commissioner of Pate 102380	10/10 led original documents or copy thereof		
1. Name of Conveying Party(ies):	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	City: St. Louis State: MO Zip: 63101 □ Individual(s) citizenship □ Association □ General Partnership		
Additional name(s) of conveying party(ies) attached? □Yes XNo	□ Limited Partnership x□ Corporation-State New York		
3. Nature of Conveyance:	Other_		
Sx Assignment □ Merger □ Security Agreement □ Change of Name □ Other	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		
Execution Date: July 18, 1996	Asserting traine(s) or authors, (cs) attached: [1 163 1 MO		
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? ఈ Yes □ No		
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 Street Address: 611 Olive St., Suite 1750	7. Total fee (37 CFR 3.41)\$ 290		
City Ot 7 miles City and City	☐ Authorized to be charged to deposit account		
City: St. Louis State: MO ZIP: 63101	Deposit account number;		
/05/2003 TPIRZ1 00000132 154712 FC:8521 40.00 OP FC:8522 250.00 OP	(Attach duplicate copy of this page if paying by deposit		
DO NOT USE	THIS SPACE		
/ DO NOT USE	THIS STACE		
Statement and signature. To the best of my knowledge and belief, the foregoing inf copy of the original document.	formation is true and correct and any attached copy is a true		
KISVICKSa	2/4/02		
manage we pritupolly pecifically	Signature Date		
The May Department Stores Company (a NY corp	Total number of pages comprising cover sheet [6]		
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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,

Its: Vice President

STATE OF NEW YOR) ss.

The foregoing Assignment was acknowledged before me this $\frac{1}{100}$ day of $\frac{1}{100}$, 1996 by of Strawbridge & Clothier, a Pennsylvania corporation, on behalf of Strawbridge & Clothier.

Notary Public

M. CHIARA MASCIANDARO Notary Public. State of New York No. 01MAS049189 Qualified In New York County

Oualified In New York County
Commission Expires Sept. 11, 1997

06/28/96

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, hoslery, coats, suits, gowns, robes, kimonos, bunting, necktles, sandals, boots, and shoes	03/05/85
STRAWBRIDGE & CLOTHIER 1,323,416	27	Carpets	03/05/85
STRAWBRIDGE & CLOTHIÈR 1,323,899	42	Retall 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

NO. 0043 P. 10

NAME REGISTRATION NO.	<u>CL2. : 3</u>	REGISTERED USE	<u>REGISTRATION</u> 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	Retall department store services featuring gift certificates for frequent shoe customers	01/11/94
S&C SHOE CLUB and Design 1,817,222	42	Retall 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

RECORDED: 08/15/2003

Exhibit B PENDING APPLICATIONS FOR REGISTRATIONS

MARK	CLASS NO.	APPL. SER. NQ.	<u>USE</u>	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