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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Tab settings

MAY - 8 1998



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To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Edison Brothers Stores, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: April 1, 1998

2. Name and address of receiving party(ies)

Name: J. Spencer, Inc.

Internal Address:

Street Address: 32 Canyon Road

City: St. Charles State: MO ZIP: 63303

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Missouri, 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,956,557 2,123,962

Additional numbers attached? Yes No

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

Name: Deborah L. Norman

Internal Address: Herzog, Crebs & McGhee,

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed, Authorized to be charged to deposit account

05/28/1998 DC0ATES 00000194 1956557

01 FC:481

02 FC:482

Street Address: 515 N. St., 24th Floor

City: St. Louis State: MO ZIP: 63101

8. Deposit account number:

03-0942

(in event enclosed check is deficient (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Deborah L. Norman

Name of Person Signing

Signature

Signature

May 7, 1998

Date

Total number of pages including cover sheet, attachments, and document: 2

**ASSIGNMENT AND RESERVATION OF RIGHTS**

WHEREAS, Edison Brothers Stores Inc., a Delaware corporation ("Seller") is the owner of certain rights in and to the following servicemarks and/or tradenames: "Shifty's" Registration No. 1,956,557 and "Shifty's" Registration No. 2,123,962 (the "Marks"); and


WHEREAS, pursuant to that Asset Purchase Agreement dated as of April 1, 1998 among Seller, J. Spencer, Inc., a Missouri corporation ("Buyer") and J. Spencer, an individual, ("Spencer") Buyer is to acquire such Marks;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, Seller hereby assigns, sells and transfers to Buyer all of Seller's right, title and interest in and to said Marks, including all claims for past infringement and all causes of action with respect to or arising out of said Marks, together with the goodwill of the business associated therewith, subject, however to the License therein granted Seller pursuant to Section 9.1 of the Agreement.

Signed this 1st day of April, 1998.

EDISON BROTHERS STORES, INC.

By: \_\_\_\_\_

  
Thomas M. Feiner  
Vice President