MW 2.5.99

02-10-1999

Form PTO-1594 (Rev. 6-93) RE SHEET U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94) 100962135 Patent and Trademark Office

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

1. Name of conveying party(ies):

Dayton Hudson Corporation

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation: State of Minnesota
☐ Other _____

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

2. Name and address of receiving party(ies):

Dayton Hudson Brands, Inc.
Attn: Kristina Kemp
CC – 28B
33 South Sixth Street
Minneapolis, Minnesota 55440

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation: State of Minnesota
☐ 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)

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____
Execution Date: February 2, 1999

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

A. Trademark Application No(s).

See Exhibit A

B. Trademark Registration No(s).

See Exhibit B

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

Stephen C. Lee
FAEGRE & BENSON LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/336-3366

02/10/1999 DCOATES 00000033 75400303
01 FC:481 40.00 OP
02 FC:482 6050.00 OP

6. Total number of applications and registrations involved: 243

7. Total fee (37 CFR 3.41) $6090.00

☒ Enclosed
☒ Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

DO NOT USE THIS SPACE

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

Stephen C. Lee
Name of person signing

Signature

February 5, 1999
Date

Total number of pages including cover sheet, attachments, and document: 26

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

M2:20223537.01

Re: Dayton Hudson Corporation
Dayton Hudson Brands, Inc.
Recordation Form Cover Sheet

EXHIBIT A

MARK	SERIAL NO.	FILING DATE
CASUAL CLASSICS	75-400,303	12/04/1997
EXPECT MORE PAY LESS	75-009,319	10/23/1995
FIELD GEAR	75-416,159	01/12/1998
FIELD'S AFAR	75-418,218	01/15/1998
FREEDOM BAY	75-382,904	10/31/1997
GREATLAND	75-387,564	11/10/1997
GREATLAND	75-391,509	11/10/1997
INDEED!	75-512,010	07/06/1998
LULLABY CLUB	75-361,963	09/24/1997
PESCHKA	75-423,303	01/26/1998
SNOWDEN	75-213,662	12/16/1996
TARGET w Bullseye in Red	75-518,100	07/15/1998
WHERE THE GIFTS ARE	75-439,051	02/23/1998
WOODWARD	75-084,323	04/05/1996
CARRIBEAN BRIGHTS	75-359,269	09/18/1997
CHRISTMAS PETITES	75-453,301	03/19/1998
CLUB RED	75-359,268	09/18/1997
CLUB RED	75-360,428	09/22/1997
GRAB YOUR OWN STYLE	75-383,144	10/31/1997
JOY TO THE WORLD	75-565,930	10/07/1998
LULLABY NOTES	75-585,568	11/12/1998
P (stylized for Pro Spirit)	75-423,301	01/26/1998
ROMANTIC ESCAPES	75-585,263	11/09/1998
SIMPLE STYLE	75-091,608	04/19/1996
TARGET (insurance svcs)	75-404,585	12/12/1997
TARGET (in Cl. 28)	75-589,299	11/16/1998
TARGET CONNECT	75-358,056	09/16/1997
TARGET EXPRESS	75-063,122	11/06/1996
TARGET VALUE	75-345,151	08/22/1997
WELL BEYOND BEAUTY	75-453,303	03/19/1998
WHAT'S IN FOR OUTSIDE	75-589,287	11/16/1998

Re: Dayton Hudson Corporation
Dayton Hudson Brands, Inc.
Recordation Form Cover Sheet

EXHIBIT B

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
111 STATE	2,021,093	12/03/1996	75-063, 775	02/26/1996
28 SHOP	1,879,839	02/21/1995	74-468,759	12/13/1993
700 EXPRESS	1.334,858	05/07/1985	73-494,594	08/13/1984
700 ON THE MALL	1,332,640	04/23/1985	73-496,085	08/23/1984
AMELIA'S	1,467,480	12/01/1987	73-655,268	04/15/1987
AMERICE	1,258,174	11/22/1983	73-391,161	09/28/1982
ASIAN ACCENT	2,096,334	09/16/1997	74-666,901	04/27/1995
ATTACHE'	1,229,990	03/08/1983	73-344,438	01/04/1982
BABY'S FAVORITES	1,850,667	08/23/1994	74-323,194	10/19/1992
BEDFORD FALLS SENTINEL	1,929,676	10/24/1995	74-581,326	10/03/1994
BIG LIFE	2,082,477	07/22/1997	75-084,128	04/05/1996
BOUNDARY WATERS	1,231,508	03/15/1983	73-365,954	05/24/1982
BOUNDARY WATERS	1,315,877	01/22/1985	73-412,483	02/07/1983
BOUNDARY WATERS	1,373,293	12/03/1985	73-507,798	11/08/1984
BOUNDARY WATERS	1,550,578	08/01/1989	73-761,420	11/02/1988
BRIDGETOWN COLLECTION	2,214,626	12/29/1998	75-397,655	11/17/1997
CAFFE GIO	2,000,888	09/14/1996	74-667,631	04/27/1995
CAMMIE'S	1,935,268	11/14/1995	74-589,367	10/24/1994
CHARGE AHEAD	1,945,254	01/02/1996	74-567,963	08/31/1994
CHRISTMAS ORIGINALS	1,027,945	12/23/1975	73-040,988	01/06/1975
CIRCO	1,849,226	08/09/1994	74-161,919	04/29/1991

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
CIRCO	1,841,112	06/21/1994	74-801,541	04/29/1991
CLUB FELLOW	1,292,380	08/28/1984	73-410,307	01/21/1983
CLUB WEDD	1,846,353	07/19/1994	74-365,741	03/08/1993
DAISY SALE	1,345,291	06/25/1985	73-508,291	11/13/1984
DAYTON'S	1,317,428	01/29/1985	73-482,290	05/29/1984
DAYTON'S GOURMET	2,054,748	04/22/1997	75-073,196	03/15/1996
DAYTON'S OVAL ROOM	731,213	05/08/1962	72-120,795	05/25/1961
Design Only (Bullseye)	972,082	10/30/1973	72-425,130	05/22/1972
Design Only (Bullseye)	1,266,057	02/07/1984	73-398,520	09/30/1982
Design Only (Dayton's Triple)	875,811	08/26/1969	72-295,622	04/15/1968
Design Only (MF Clock)	1,263,282	01/03/1984	73-372,342	06/30/1982
Design Only (MF Clock)	1,262,595	12/27/1983	73-372,343	06/30/1982
Design Only (MF Elf)	1,411,354	09/30/1986	73-515,636	12/31/1984
Design Only (Mrs. Claus)	1,411,353	09/30/1986	73-515,635	12/31/1984
DURABUILT	1,940,042	12/05/1995	74-622,945	01/19/1995
DURABUILT	1,978,391	06/04/1996	74-695,586	06/30/1995
DURABUILT and Design	1,856,532	10/04/1994	74-414,268	07/19/1993
ESTATES COLLECTION	1,899,424	06/13/1995	74-268,278	04/21/1992
EVERYDAY HERO	1,818,278	01/25/1994	74-386,276	05/04/1993
FAITHFUL FRIENDS	2,112,959	11/11/1997	75-083,899	04/04/1996
FANCY THAT	2,156,572	05/12/1998	75-258,114	03/17/1997
FANCY THAT	2,035,790	02/04/1997	75-085,728	04/09/1996
FAVORITES	1,348,072	07/09/1985	73-470,324	03/15/1984
FIELD GEAR	1,512,788	11/15/1988	73-698,553	12/02/1987
FIELD MANOR	1,446,557	07/07/1987	73-624,666	10/08/1986
FIELD'S	1,304,257	11/06/1984	73-437,573	08/03/1983

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
fieldgear (and Design)	1,285,337	07/10/1984	73-425,746	05/13/1983
fieldsport (and Design)	1,284,418	07/03/1984	73-425,748	05/13/1983
FOOD AVENUE	1,693,670	06/09/1992	74-102,206	10/01/1990
FRANGO	1,064,058	04/19/1977	73-100,803	09/22/1976
FRANGO	1,279,145	05/22/1984	73-416,357	03/08/1983
FRANGO	1,297,227	09/18/1984	73-449,201	10/24/1983
FRANGO	1,779,123	06/29/1993	74-331,157	11/16/1992
FURIO	1,738,195	12/08/1992	74-168,013	05/20/1991
FURIO	1,911,135	08/15/1995	74-554,416	07/28/1994
FYI	1,323,869	03/05/1985	73-475,065	04/12/1984
GALLERY 12	1,379,753	01/21/1986	73-534,742	04/29/1985
GALLERY COLLECTION	1,784,047	07/27/1993	74-252,975	02/18/1992
GARDEN ESTATES	2,027,938	12/31/1996	74-712,379	08/07/1995
GOODNEST	1,841,615	06/28/1994	74-408,139	07/02/1993
GREATLAND	1,585,723	03/06/1990	73-818,392	08/10/1989
GREATLAND	1,606,455	07/17/1990	73-838,979	11/14/1989
GREATLAND	1,649,583	07/02/1991	74-051,740	04/23/1990
GREATLAND	1,641,912	04/23/1991	74-055,563	04/30/1990
GREATLAND	1,861,063	11/01/1994	74-336,519	12/14/1992
GREATLAND	1,384,442	02/25/1986	73-553,449	08/15/1985
GREATLAND	1,585,514	03/06/1990	73-818,365	08/10/1989
GREATLAND	1,585,673	03/06/1990	73-818,362	08/10/1989
HINKY DINK KENNA'S	1,561,621	10/17/1989	73-778,267	02/02/1989
HONORS	1,294,528	09/11/1984	73-428,280	06/01/1983
HONORS	1,914,573	08/29/1995	74-570,472	09/07/1994
HONORS	1,355,506	08/20/1985	73-499,402	09/14/1984

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
HONORS SPORT	1,355,550	08/20/1985	73-519,476	01/28/1985
HUDSON'S	1,337,316	05/21/1985	73-482,460	05/29/1984
HUDSON'S GOURMET	1,958,211	02/27/1996	74-396,490	06/01/1993
IN DUE TIME	2,188,412	09/08/1998	75-209,701	12/09/1996
INDEED!	2,055,543	04/22/1997	75-136,009	07/18/1996
insite (stylized)	1,318,247	02/05/1985	73-425,749	05/13/1983
JR. HERO	1,760,431	03/23/1993	74-238,132	01/16/1992
JUBILEE	1,465,930	11/17/1987	73-507,754	11/08/1984
KID'DADDLE	2,208,989	12/08/1998	75-390,160	11/14/1997
KISS YOUR OLD CLOTHES GOODBYE	2,102,240	09/30/1997	75-087,234	04/12/1996
LETTERS	2,040,375	02/25/1997	75-073,607	03/15/1996
LIFE'S MOMENT'S	2,088,330	08/12/1997	75-052,203	02/01/1996
LULLABY CLUB	2,010,915	10/22/1996	74-611,574	11/23/1994
LULLABY CLUB	2,025,963	12/24/1996	74-626,260	01/27/1995
LULLABY CLUB	2,030,848	01/14/1997	74-626,262	01/27/1995
MARKETPLACE	1,385,648	03/11/1986	73-517,486	01/14/1985
MARSHALL FIELD'S	1,273,988	04/10/1984	73-410,309	01/21/1983
Marshall Field's (Stylized)	1,273,987	04/10/1984	73-410,308	01/21/1983
Marshall Field's (Stylized)	1,270,920	03/20/1984	73-418,664	03/24/1983
Marshall Field's (Stylized)	1,273,664	04/10/1984	73-418,693	03/24/1983
MARSHALL FIELD'S GOURMET	1,474,607	01/26/1988	73-666,121	06/12/1987
Marshall Field's Gourmet (and Design)	1,360,871	09/17/1985	73-515,030	12/24/1984
Marshall Field's Gourmet (and Design)	1,350,905	07/23/1985	73-502,523	10/05/1984
MARZIA	2,037,214	02/11/1997	75-080,608	03/29/1996

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
MASTERPLAN	888,012	03/17/1970	72-312,439	11/18/1968
MISTLETOE and Design	1,593,098	04/24/1990	73-688,498	10/07/1987
MISTLETOE and Design	1,578,413	01/16/1990	73-829,093	10/07/1987
MR. SHIRLEY	1,329,031	04/02/1985	73-439,201	08/15/1983
MUNCH BREAK	2,150,801	04/14/1998	75-270,185	04/07/1997
NEW TRADITIONS	1,280,795	06/05/1984	73-425,750	05/13/1983
NORTHBRIAR	1,767,528	04/27/1993	74-313,636	09/14/1992
NORTHBRIAR	1,817,230	10/09/1990	74-020,760	01/22/1990
ON TARGET	1,147,658	02/24/1981	73-222,912	07/11/1979
OVAL ROOM	408,077	07/18/1944	71-466,571	01/14/1944
P.J. HUGGABEE	2,025,267	12/24/1996	75-011,622	10/30/1995
PET ESSENTIALS	1,920,052	09/19/1995	74-556,143	08/01/1994
PRO SPIRIT	1,340,989	06/11/1985	73-501,948	10/01/1984
PRO SPIRIT	2,075,835	07/01/1997	75-158,375	08/30/1996
PS PRO SPIRIT and Design	1,354,374	08/13/1985	73-519,474	01/28/1985
REGARDS	1,865,115	11/29/1994	74-422,400	08/09/1993
SANTABEAR	1,407,366	11/10/1987	73-642,649	02/02/1987
SEASIDE COLLECTION	1,824,127	03/01/1994	74-368,553	03/17/1993
SELECT	2,139,268	02/24/1998	75-293,058	05/16/1997
SELECT PERSONAL SHOPPING	2,088,378	08/12/1997	75-077,960	03/25/1996
SELECT SWEATS	1,898,150	06/06/1995	74-330-490	11/12/1992
SILKEN TOUCH	1,386,838	03/18/1986	73-505,437	10/25/1984
SNOWDEN	2,207,937	12/08/1998	75-156,083	08/23/1996
SNOWDEN	2,210,105	12/15/1998	75-213,664	12/16/1996
SNOWDEN	2,210,106	12/15/1998	75-213,665	12/16/1996
SNOWDEN	2,212,185	12/22/1998	75-213,663	12/16/1996

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
SOSTANZA	1,797,626	10/12/1993	74-325,533	10/26/1992
SOSTANZA	1,694,474	06/16/1992	73-687,581	10/02/1987
START SEEING RED	1,735,497	11/24/1992	74-226,674	11/21/1991
STITCHWORKS	1,262,490	12/27/1983	73-391,163	09/28/1982
STORK CLUB	1,368,856	11/05/1985	73-428,543	06/02/1983
SUB DISTRICT	1,958,865	02/27/1996	74-658,569	04/10/1995
SUMMIT HILL	1,530,919	03/21/1989	73-534,752	04/29/1985
SUN SEPARATES	1,723,922	10/13/1992	74-190,270	08/01/1991
SUPER TARGET	1,961,031	03/05/1996	74-532,774	06/03/1994
SURREY	894,189	07/07/1970	72-302,047	07/05/1968
SURREY	1,916,525	09/05/1995	74-030,009	02/20/1990
SURREY	894,189	03/16/1993	74-141,888	02/25/1991
TARGET	816,107	10/04/1966	72-237,164	01/24/1966
TARGET	816,110	10/04/1966	72-237,166	01/24/1966
TARGET	816,125	10/04/1966	72-237,168	01/24/1966
TARGET	816,182	10/04/1966	72-237,171	01/24/1966
TARGET	818,410	11/08/1966	72-237,172	01/24/1966
TARGET	837,308	10/17/1967	72-245,996	05/18/1966
TARGET	845,193	02/27/1968	72-276,714	07/24/1967
TARGET	855,754	09/03/1968	72-287,968	01/02/1968
TARGET	1,146,192	01/20/1981	73-208,791	03/26/1979
TARGET	1,146,216	01/20/1981	73-208,790	03/26/1979
TARGET	1,173,799	10/20/1981	73-205,525	02/28/1979
TARGET	1,141,503	11/18/1980	73-205,451	02/28/1979
TARGET	1,138,540	08/12/1980	73-208,839	03/26/1979
TARGET	1,140,300	10/07/1980	73-208,840	03/26/1979

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
TARGET	2,139,290	02/24/1998	75-302,389	06/03/1997
TARGET and Design	845,615	03/05/1968	72-276,713	07/24/1967
TARGET and Design	1,231,802	03/22/1983	73-344,180	01/04/1982
TARGET and Design	1,276,665	05/08/1984	73-418,608	03/24/1983
TARGET and Design	1,261,972	12/20/1983	73-397,602	09/30/1982
TARGET and Design	1,282,569	06/19/1984	73-397,606	09/30/1982
TARGET and Design	1,282,536	06/19/1984	73-397,622	09/30/1982
TARGET and Design	1,272,500	04/03/1984	73-398,398	09/30/1982
TARGET and Design	1,264,020	01/17/1984	73-398,518	09/30/1982
TARGET and Design	1,276,656	05/08/1984	73-398,519	09/30/1982
TARGET and Design	1,266,109	02/07/1984	73-398,521	09/30/1982
TARGET and Design	1,271,703	03/27/1984	73-398,529	09/30/1982
TARGET and Design	1,267,027	02/14/1984	73-405,907	12/13/1982
TARGET and Design	1,608,994	08/07/1990	74-001,508	11/16/1989
TARGET and Design	1,386,318	03/11/1986	73-495,553	08/20/1984
TARGET CENTER	1,718,966	09/22/1992	74-224,783	11/25/1991
TARGET GREATLAND	1,639,404	03/26/1991	74-027,631	02/12/1990
TARGET GREATLAND and Design	1,641,791	04/16/1991	74-027,630	02/12/1990
TARGET GUEST CARD	2,012,083	10/29/1996	75-036,203	12/08/1995
TARGET HOUSE	2,091,444	08/26/1997	75-189,627	10/29/1996
TARGET THE FAMILY	1,917,860	09/12/1995	74-408,555	07/02/1993
TIMBERLINE	2,141,513	03/03/1998	75-146,828	08/08/1996
TINY FINERY	1,379,186	01/21/1986	73-498,757	09/10/1984
TINY FINERY	1,335,615	05/14/1985	73-398,742	09/30/1982
TODAY TONIGHT	1,835,516	05/10/1994	74-400,895	06/14/1993
TRANQUILITY BAY	1,992,078	08/06/1996	74-610,741	12/13/1994

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
TRANQUILITY BAY	2,081,607	07/22/1997	75-155,994	08/26/1996
TREATCETERA	1,893,258	05/09/1995	74-497,224	03/07/1994
TREATSEATS	1,718,896	09/22/1992	74-154,541	04/08/1991
TREND BASICS	1,843,352	07/05/1994	74-036,907	03/12/1990
UTILITY and Design	1,700,631	07/14/1992	74-124,489	12/17/1990
WINDSOR & BROWNE	1,805,775	11/23/1993	74-169,360	05/23/1991
WOMEN'S WAY	1,498,139	07/26/1988	73-696,659	11/19/1987
WORKDAY CASUAL	1,996,784	08/27/1996	74-700,915	07/14/1995
XHILARATION	2,095,250	09/09/1997	75-185,003	10/17/1996
XHILARATION	2,116,070	11/25/1997	75-199,126	11/18/1996
YOGURT EXPRESS	1,476,348	02/09/1988	73-666,551	06/15/1987

CONTRIBUTION AGREEMENT

This Contribution Agreement is made by and between Dayton Hudson Corporation, a Minnesota corporation ("Contributor") and Dayton Hudson Brands, Inc., a Minnesota corporation (the "Company") on and as of this 2nd day of February, 1999.

I. DEFINITIONS

For purposes of this Contribution Agreement:

A. "Trademarks" means trademarks, service marks, logos, trade names, and trade dress, together with the goodwill appurtenant to each of the foregoing, and any applications, registrations or common law rights related to each of the foregoing.

B. "Patents" means: (a) design patents and design patent applications; and (b) utility patents and utility patent applications related to products or the manufacture of products.

C. "Copyrights" means copyrights in any products, product configurations, product packaging, and documents related to brand management, style sheets, trademark usage or any other trademark issues, together with any registrations or applications for registration for any of the foregoing.

D. "Miscellaneous Intellectual Property" means (i) Internet domain names, online service keywords, and vanity telephone numbers, and (ii) any intellectual property related to products or the manufacture of products not included in Trademarks, Patents and Copyrights, including specifically and without limitation inventions and invention disclosures, trade secrets, recipes, and formulas related to products or the manufacture of products.

E. "Included Intellectual Property" means all Trademarks, Patents, Copyrights and Miscellaneous Intellectual Property which are owned by Contributor and which have been used, are used, or which Contributor has a bona fide intention to use, in connection with its Department Stores Division and/or its Target Stores Division as of the effective date of this Agreement, including but not limited to those items set forth on Schedule A, but excluding the Excluded Intellectual Property.

F. "Excluded Intellectual Property" means those items set forth on Schedule B.

II. CONTRIBUTION AND BILL OF SALE

Contributor hereby contributes to the Company, and the Company hereby accepts from Contributor, the Included Intellectual Property.

Effective upon the execution hereof, Contributor hereby conveys, transfers and assigns to the Company all of its right, title and interest in and to the Included Intellectual Property, and all claims for damages by reason of past, present or future infringement of the Included Intellectual Property, with the right to sue for and collect the same for the

Company's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives. Contributor hereby agrees to duly execute and deliver to the Company all such other and further instruments of conveyance, transfer and assignment and to take such other action as the Company may reasonably deem necessary in order to more effectively convey and transfer to the Company assets transferred or intended to be transferred hereby.

III. SCHEDULES

A. Schedule A represents the parties' present good faith belief of the complete list of issued patents, registered copyrights and United States federal trademark applications and trademark registrations which are part of the Included Intellectual Property, but Schedule A does not represent a complete listing of all other Trademarks which are part of the Included Intellectual Property, of all other Copyrights which are part of the Included Intellectual Property or of other Miscellaneous Intellectual Property that is a part of the Included Intellectual Property. The parties agree that additions, deletions or other corrections may hereafter be made to Schedule A to reflect the actual list of Trademarks, Patents, Copyrights and Miscellaneous Intellectual Property which were on the effective date of this Contribution Agreement a part of the Included Intellectual Property.

B. The parties agree that within sixty (60) days following the effective date of this Contribution Agreement, they may amend Schedule B in order to exclude any particular items, and thereby void any assignment of such item from Contributor to the Company, if an assignment of such item would violate, breach, or create grounds for termination of any other agreement, or if the parties mutually agree that Contributor's retaining ownership of such item would be in the parties' best interest.

IV. THE LICENSE AGREEMENT

The parties are entering into a License Agreement on the date hereof, pursuant to which the Company is granting a license to Contributor in connection with the Included Intellectual Property. Any existing licenses from Contributor to any other parties related to the Included Intellectual Property shall, upon execution of said License Agreement, thereupon become sublicenses from Contributor to such third parties pursuant to said License Agreement.

V. DISCLAIMER OF WARRANTIES

Contributor disclaims all warranties related to the Included Intellectual Property.

VI. SUCCESSORS

This Contribution Agreement shall inure to the benefit of and shall bind the successors, heirs, executors and assigns of the parties hereto.

TRADEMARK
REEL: 1846 FRAME: 0926

IN WITNESS WHEREOF, Dayton Hudson Corporation and Dayton Hudson Brands, Inc. have made this Contribution Agreement on and as of the date first above written.

DAYTON HUDSON BRANDS, INC.

By _____

Its President

Subscribed and sworn to before me this 2nd day of February, 1999.

_____
Notary Public

KRISTINA A. KEMP
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2000

DAYTON HUDSON CORPORATION

By _____

Its Sr. Vice President

Subscribed and sworn to before me this 2ND day of FEBRUARY 1999.

_____
Notary Public

JOSEPH L. NUNEZ
NOTARY PUBLIC - MINNESOTA
My Commission Expires Jan. 31, 2000

M2:20222565.07

SCHEDULE A

I. TRADEMARKS AND SERVICE MARKS

A. Marks Registered With The United States Patent And Trademark Office

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
111 STATE	2,021,093	12/03/1996	75-063,755	02/26/1996
28 SHOP	1,879,839	02/21/1995	74-468,759	12/13/1993
700 EXPRESS	1,334,858	05/07/1985	73-494,594	08/13/1984
700 ON THE MALL	1,332,640	04/23/1985	73-496,085	08/23/1984
AMELIA'S	1,467,480	12/01/1987	73-655,268	04/15/1987
AMERICE	1,258,174	11/22/1983	73-391,161	09/28/1982
ASIAN ACCENT	2,096,334	09/16/1997	74-666,901	04/27/1995
ATTACHE'	1,229,990	03/08/1983	73-344,438	01/04/1982
BABY'S FAVORITES	1,850,667	08/23/1994	74-323,194	10/19/1992
BEDFORD FALLS SENTINEL	1,929,676	10/24/1995	74-581,326	10/03/1994
BIG LIFE	2,082,477	07/22/1997	75-084,128	04/05/1996
BOUNDARY WATERS	1,231,508	03/15/1983	73-365,954	05/24/1982
BOUNDARY WATERS	1,315,877	01/22/1985	73-412,483	02/07/1983
BOUNDARY WATERS	1,373,293	12/03/1985	73-507,798	11/08/1984
BOUNDARY WATERS	1,550,578	08/01/1989	73-761,420	11/02/1988
BRIDGETOWN COLLECTION	2,214,626	12/29/1998	75-397,655	11/17/1997
CAFFE GIO	2,000,888	09/14/1996	74-667,631	04/27/1995
CAMMIE'S	1,935,268	11/14/1995	74-589,367	10/24/1994
CHARGE AHEAD	1,945,254	01/02/1996	74-567,963	08/31/1994
CHRISTMAS ORIGINALS	1,027,945	12/23/1975	73-040,988	01/06/1975
CIRCO	1,849,226	08/09/1994	74-161,919	04/29/1991

TRADEMARK
REEL: 1846 FRAME: 0928

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
CIRCO	1,841,112	06/21/1994	74-801,541	04/29/1991
CLUB FELLOW	1,292,380	08/28/1984	73-410,307	01/21/1983
CLUB WEDD	1,846,353	07/19/1994	74-365,741	03/08/1993
DAISY SALE	1,345,291	06/25/1985	73-508,291	11/13/1984
DAYTON'S	1,317,428	01/29/1985	73-482,290	05/29/1984
DAYTON'S GOURMET	2,054,748	04/22/1997	75-073,196	03/15/1996
DAYTON'S OVAL ROOM	731,213	05/08/1962	72-120,795	05/25/1961
Design Only (Bullseye)	972,082	10/30/1973	72-425,130	05/22/1972
Design Only (Bullseye)	1,266,057	02/07/1984	73-398,520	09/30/1982
Design Only (Dayton's Triple)	875,811	08/26/1969	72-295,622	04/15/1968
Design Only (MF Clock)	1,263,282	01/03/1984	73-372,342	06/30/1982
Design Only (MF Clock)	1,262,595	12/27/1983	73-372,343	06/30/1982
Design Only (MF Elf)	1,411,354	09/30/1986	73-515,636	12/31/1984
Design Only (Mrs. Claus)	1,411,353	09/30/1986	73-515,635	12/31/1984
DURABUILT	1,940,042	12/05/1995	74-622,945	01/19/1995
DURABUILT	1,978,391	06/04/1996	74-695,586	06/30/1995
DURABUILT and Design	1,856,532	10/04/1994	74-414,268	07/19/1993
ESTATES COLLECTION	1,899,424	06/13/1995	74-268,278	04/21/1992
EVERYDAY HERO	1,818,278	01/25/1994	74-386,276	05/04/1993
FAITHFUL FRIENDS	2,112,959	11/11/1997	75-083,899	04/04/1996
FANCY THAT	2,156,572	05/12/1998	75-258,114	03/17/1997
FANCY THAT	2,035,790	02/04/1997	75-085,728	04/09/1996
FAVORITES	1,348,072	07/09/1985	73-470,324	03/15/1984
FIELD GEAR	1,512,788	11/15/1988	73-698,553	12/02/1987
FIELD MANOR	1,446,557	07/07/1987	73-624,666	10/08/1986
FIELD'S	1,304,257	11/06/1984	73-437,573	08/03/1983

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
fieldgear (and Design)	1,285,337	07/10/1984	73-425,746	05/13/1983
fieldsport (and Design)	1,284,418	07/03/1984	73-425,748	05/13/1983
FOOD AVENUE	1,693,670	06/09/1992	74-102,206	10/01/1990
FRANGO	1,064,058	04/19/1977	73-100,803	09/22/1976
FRANGO	1,279,145	05/22/1984	73-416,357	03/08/1983
FRANGO	1,297,227	09/18/1984	73-449,201	10/24/1983
FRANGO	1,779,123	06/29/1993	74-331,157	11/16/1992
FURIO	1,738,195	12/08/1992	74-168,013	05/20/1991
FURIO	1,911,135	08/15/1995	74-554,416	07/28/1994
FYI	1,323,869	03/05/1985	73-475,065	04/12/1984
GALLERY 12	1,379,753	01/21/1986	73-534,742	04/29/1985
GALLERY COLLECTION	1,784,047	07/27/1993	74-252,975	02/18/1992
GARDEN ESTATES	2,027,938	12/31/1996	74-712,379	08/07/1995
GOODNEST	1,841,615	06/28/1994	74-408,139	07/02/1993
GREATLAND	1,585,723	03/06/1990	73-818,392	08/10/1989
GREATLAND	1,606,455	07/17/1990	73-838,979	11/14/1989
GREATLAND	1,649,583	07/02/1991	74-051,740	04/23/1990
GREATLAND	1,641,912	04/23/1991	74-055,563	04/30/1990
GREATLAND	1,861,063	11/01/1994	74-336,519	12/14/1992
GREATLAND	1,384,442	02/25/1986	73-553,449	08/15/1985
GREATLAND	1,585,514	03/06/1990	73-818,365	08/10/1989
GREATLAND	1,585,673	03/06/1990	73-818,362	08/10/1989
HINKY DINK KENNA'S	1,561,621	10/17/1989	73-778,267	02/02/1989
HONORS	1,294,528	09/11/1984	73-428,280	06/01/1983
HONORS	1,914,573	08/29/1995	74-570,472	09/07/1994
HONORS	1,355,506	08/20/1985	73-499,402	09/14/1984

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
HONORS SPORT	1,355,550	08/20/1985	73-519,476	01/28/1985
HUDSON'S	1,337,316	05/21/1985	73-482,460	05/29/1984
HUDSON'S GOURMET	1,958,211	02/27/1996	74-396,490	06/01/1993
IN DUE TIME	2,188,412	09/08/1998	75-209,701	12/09/1996
INDEED!	2,055,543	04/22/1997	75-136,009	07/18/1996
insite (stylized)	1,318,247	02/05/1985	73-425,749	05/13/1983
JR. HERO	1,760,431	03/23/1993	74-238,132	01/16/1992
JUBILEE	1,465,930	11/17/1987	73-507,754	11/08/1984
KID'DADDLE	2,208,989	12/08/1998	75-390,160	11/14/1997
KISS YOUR OLD CLOTHES GOODBYE	2,102,240	09/30/1997	75-087,234	04/12/1996
LETTERS	2,040,375	02/25/1997	75-073,607	03/15/1996
LIFE'S MOMENT'S	2,088,330	08/12/1997	75-052,203	02/01/1996
LULLABY CLUB	2,010,915	10/22/1996	74-611,574	11/23/1994
LULLABY CLUB	2,025,963	12/24/1996	74-626,260	01/27/1995
LULLABY CLUB	2,030,848	01/14/1997	74-626,262	01/27/1995
MARKETPLACE	1,385,648	03/11/1986	73-517,486	01/14/1985
MARSHALL FIELD'S	1,273,988	04/10/1984	73-410,309	01/21/1983
Marshall Field's (Stylized)	1,273,987	04/10/1984	73-410,308	01/21/1983
Marshall Field's (Stylized)	1,270,920	03/20/1984	73-418,664	03/24/1983
Marshall Field's (Stylized)	1,273,664	04/10/1984	73-418,693	03/24/1983
MARSHALL FIELD'S GOURMET	1,474,607	01/26/1988	73-666,121	06/12/1987
Marshall Field's Gourmet (and Design)	1,360,871	09/17/1985	73-515,030	12/24/1984
Marshall Field's Gourmet (and Design)	1,350,905	07/23/1985	73-502,523	10/05/1984
MARZIA	2,037,214	02/11/1997	75-080,608	03/29/1996

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
MASTERPLAN	888,012	03/17/1970	72-312,439	11/18/1968
MISTLETOE and Design	1,593,098	04/24/1990	73-688,498	10/07/1987
MISTLETOE and Design	1,578,413	01/16/1990	73-829,093	10/07/1987
MR. SHIRLEY	1,329,031	04/02/1985	73-439,201	08/15/1983
MUNCH BREAK	2,150,801	04/14/1998	75-270,185	04/07/1997
NEW TRADITIONS	1,280,795	06/05/1984	73-425,750	05/13/1983
NORTHBRIAR	1,767,528	04/27/1993	74-313,636	09/14/1992
NORTHBRIAR	1,817,230	10/09/1990	74-020,760	01/22/1990
ON TARGET	1,147,658	02/24/1981	73-222,912	07/11/1979
OVAL ROOM	408,077	07/18/1944	71-466,571	01/14/1944
P.J. HUGGABEE	2,025,267	12/24/1996	75-011,622	10/30/1995
PET ESSENTIALS	1,920,052	09/19/1995	74-556,143	08/01/1994
PRO SPIRIT	1,340,989	06/11/1985	73-501,948	10/01/1984
PRO SPIRIT	2,075,835	07/01/1997	75-158,375	08/30/1996
PS PRO SPIRIT and Design	1,354,374	08/13/1985	73-519,474	01/28/1985
REGARDS	1,865,115	11/29/1994	74-422,400	08/09/1993
SANTABEAR	1,407,366	11/10/1987	73-642,649	02/02/1987
SEASIDE COLLECTION	1,824,127	03/01/1994	74-368,553	03/17/1993
SELECT	2,139,268	02/24/1998	75-293,058	05/16/1997
SELECT PERSONAL SHOPPING	2,088,378	08/12/1997	75-077,960	03/25/1996
SELECT SWEATS	1,898,150	06/06/1995	74-330-490	11/12/1992
SILKEN TOUCH	1,386,838	03/18/1986	73-505,437	10/25/1984
SNOWDEN	2,207,937	12/08/1998	75-156,083	08/23/1996
SNOWDEN	2,210,105	12/15/1998	75-213,664	12/16/1996
SNOWDEN	2,210,106	12/15/1998	75-213,665	12/16/1996
SNOWDEN	2,212,185	12/22/1998	75-213,663	12/16/1996

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
SOSTANZA	1,797,626	10/12/1993	74-325,533	10/26/1992
SOSTANZA	1,694,474	06/16/1992	73-687,581	10/02/1987
START SEEING RED	1,735,497	11/24/1992	74-226,674	11/21/1991
STITCHWORKS	1,262,490	12/27/1983	73-391,163	09/28/1982
STORK CLUB	1,368,856	11/05/1985	73-428,543	06/02/1983
SUB DISTRICT	1,958,865	02/27/1996	74-658,569	04/10/1995
SUMMIT HILL	1,530,919	03/21/1989	73-534,752	04/29/1985
SUN SEPARATES	1,723,922	10/13/1992	74-190,270	08/01/1991
SUPER TARGET	1,961,031	03/05/1996	74-532,774	06/03/1994
SURREY	894,189	07/07/1970	72-302,047	07/05/1968
SURREY	1,916,525	09/05/1995	74-030,009	02/20/1990
SURREY	894,189	03/16/1993	74-141,888	02/25/1991
TARGET	816,107	10/04/1966	72-237,164	01/24/1966
TARGET	816,110	10/04/1966	72-237,166	01/24/1966
TARGET	816,125	10/04/1966	72-237,168	01/24/1966
TARGET	816,182	10/04/1966	72-237,171	01/24/1966
TARGET	818,410	11/08/1966	72-237,172	01/24/1966
TARGET	837,308	10/17/1967	72-245,996	05/18/1966
TARGET	845,193	02/27/1968	72-276,714	07/24/1967
TARGET	855,754	09/03/1968	72-287,968	01/02/1968
TARGET	1,146,192	01/20/1981	73-208,791	03/26/1979
TARGET	1,146,216	01/20/1981	73-208,790	03/26/1979
TARGET	1,173,799	10/20/1981	73-205,525	02/28/1979
TARGET	1,141,503	11/18/1980	73-205,451	02/28/1979
TARGET	1,138,540	08/12/1980	73-208,839	03/26/1979
TARGET	1,140,300	10/07/1980	73-208,840	03/26/1979

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
TARGET	2,139,290	02/24/1998	75-302,389	06/03/1997
TARGET and Design	845,615	03/05/1968	72-276,713	07/24/1967
TARGET and Design	1,231,802	03/22/1983	73-344,180	01/04/1982
TARGET and Design	1,276,665	05/08/1984	73-418,608	03/24/1983
TARGET and Design	1,261,972	12/20/1983	73-397,602	09/30/1982
TARGET and Design	1,282,569	06/19/1984	73-397,606	09/30/1982
TARGET and Design	1,282,536	06/19/1984	73-397,622	09/30/1982
TARGET and Design	1,272,500	04/03/1984	73-398,398	09/30/1982
TARGET and Design	1,264,020	01/17/1984	73-398,518	09/30/1982
TARGET and Design	1,276,656	05/08/1984	73-398,519	09/30/1982
TARGET and Design	1,266,109	02/07/1984	73-398,521	09/30/1982
TARGET and Design	1,271,703	03/27/1984	73-398,529	09/30/1982
TARGET and Design	1,267,027	02/14/1984	73-405,907	12/13/1982
TARGET and Design	1,608,994	08/07/1990	74-001,508	11/16/1989
TARGET and Design	1,386,318	03/11/1986	73-495,553	08/20/1984
TARGET CENTER	1,718,966	09/22/1992	74-224,783	11/25/1991
TARGET GREATLAND	1,639,404	03/26/1991	74-027,631	02/12/1990
TARGET GREATLAND and Design	1,641,791	04/16/1991	74-027,630	02/12/1990
TARGET GUEST CARD	2,012,083	10/29/1996	75-036,203	12/08/1995
TARGET HOUSE	2,091,444	08/26/1997	75-189,627	10/29/1996
TARGET THE FAMILY	1,917,860	09/12/1995	74-408,555	07/02/1993
TIMBERLINE	2,141,513	03/03/1998	75-146,828	08/08/1996
TINY FINERY	1,379,186	01/21/1986	73-498,757	09/10/1984
TINY FINERY	1,335,615	05/14/1985	73-398,742	09/30/1982
TODAY TONIGHT	1,835,516	05/10/1994	74-400,895	06/14/1993
TRANQUILITY BAY	1,992,078	08/06/1996	74-610,741	12/13/1994

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MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
TRANQUILITY BAY	2,081,607	07/22/1997	75-155,994	08/26/1996
TREATCETERA	1,893,258	05/09/1995	74-497,224	03/07/1994
TREATSEATS	1,718,896	09/22/1992	74-154,541	04/08/1991
TREND BASICS	1,843,352	07/05/1994	74-036,907	03/12/1990
UTILITY and Design	1,700,631	07/14/1992	74-124,489	12/17/1990
WINDSOR & BROWNE	1,805,775	11/23/1993	74-169,360	05/23/1991
WOMEN'S WAY	1,498,139	07/26/1988	73-696,659	11/19/1987
WORKDAY CASUAL	1,996,784	08/27/1996	74-700,915	07/14/1995
XHILARATION	2,095,250	09/09/1997	75-185,003	10/17/1996
XHILARATION	2,116,070	11/25/1997	75-199,126	11/18/1996
YOGURT EXPRESS	1,476,348	02/09/1988	73-666,551	06/15/1987

B. Applications Pending With The United States Patent And Trademark Office

1. Applications With Use

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
CASUAL CLASSICS			75-400,303	12/04/1997
EXPECT MORE. PAY LESS.			75-009,319	10/23/1995
FIELD GEAR			75-416,159	01/12/1998
FIELD'S AFAR			75-418,218	01/15/1998
FREEDOM BAY			75-382,904	10/31/1997
GREATLAND			75-387,564	11/10/1997
GREATLAND			75-391,509	11/10/1997
INDEED!			75-512,010	07/06/1998
LULLABY CLUB			75-361,963	09/24/1997
PESCHKA			75-423,303	01/26/1998
SNOWDEN			75-213,662	12/16/1996

TRADEMARK
REEL: 1846 FRAME: 0935

TARGET w Bullseye in Red	75-518,100	07/15/1998
WHERE THE GIFTS ARE	75-439,051	02/23/1998
WOODWARD	75-084,323	04/05/1996

2. Intent To Use Applications

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE
CARRIBEAN BRIGHTS			75-359,269	09/18/1997
CHRISTMAS PETITES			75-453,301	03/19/1998
CLUB RED			75-359,268	09/18/1997
CLUB RED			75-360,428	09/22/1997
GRAB YOUR OWN STYLE			75-383,144	10/31/1997
JOY TO THE WORLD			75-565,930	10/07/1998
LULLABY NOTES			75-585,568	11/12/1998
P (stylized for Pro Spirit)			75-423,301	01/26/1998
ROMANTIC ESCAPES			75-585,263	11/09/1998
SIMPLE STYLE			75-091,608	04/19/1996
TARGET (insurance svcs)			75-404,585	12/12/1997
TARGET (Int Cl. 28)			75-589,299	11/16/1998
TARGET CONNECT			75-358,056	09/16/1997
TARGET EXPRESS			75-063,122	11/06/1996
TARGET VALUE			75-345,151	08/22/1997
WELL BEYOND BEAUTY			75-453,303	03/19/1998
WHAT'S IN FOR OUTSIDE			75-589,287	11/16/1998

C. Unregistered Marks

ARCHER FARMS

BABY I'M YOURS

CAMP TARGET

GARDEN PLACE

JOLLY JINGLES

RESTORE & RESTYLE

SERENITY
UTILITY

WEEKEND

TRADEMARK
REEL: 1846 FRAME: 0937

II. REGISTERED COPYRIGHTS

COPYRIGHT	REG. NO.	REG. DATE
SNOWDEN	VA904582	03/09/1998
SOMEONE'S IN THE KITCHEN WITH DAYTON'S MARSHALL FIELDS', HUDSON'S	TX3602089	05/25/1993
HAPPY HOLIDAYS FROM SANTABEAR	Sru234206	06/08/1992
SANTABEAR PUPPET	VA382743	12/29/1989
SANTABEAR, 1989	VA382742	12/29/1989
SNEAKERS THE MOUSE, 1989	VA382741	12/29/1989
CAPTAIN JINGLE, 1989	VA382740	12/29/1989
BULLY BEAR, 1989	VA382739	12/29/1989
MISS BEAR, 1989	VA382738	12/29/1989
MISS BEAR PUPPET	VA382737	12/29/1989
BULLY BEAR	VA362460	02/24/1989
SNEAKERS THE MOUSE	VA362459	02/24/1989
SANTABEAR 1988	VA362458	02/24/1989
CAPTAIN JINGLE	VA362457	02/24/1989
SANTABEAR EXPRESS	VAu118134	08/17/1987
SANTA BEAR PATCH	VAu117619	07/13/1987
1987 SANTABEAR	VAu113452	06/17/1987
1987 MISSY BEAR	VAu113451	06/17/1987
1986 SANTABEAR	VAu99552	10/15/1986
SANTABEAR	VAu93205	06/02/1986
BEACH MONSTER	VA266477	06/16/1987
BEACH MONSTER	VA266476	04/06/1987
SANTABEAR TEXTILE DESIGN	VA247625	11/13/1985
[1985 SANTABEAR]	VA224001	06/17/1986
MALLARD DUCK DESIGN	VA130295	07/05/1983

TRADEMARK
REEL: 1846 FRAME: 0938

COPYRIGHT	REG. NO.	REG. DATE
SANTABEAR'S FIRST CHRISTMAS	TX2430524	10/19/1988
SANTABEAR'S HIGHFLYING ADVENTURE	TX2430523	10/19/1988
SANTABEAR'S FIRST CHRISTMAS	SR82243	04/06/1987
SANTABEAR'S FIRST CHRISTMAS	PA396877	10/19/1988

III. ISSUED PATENTS

PATENT	PATENT #	ISSUE DATE	APPLICATION DATE	CALCULATED EXPIRATION
SHOPPING STROLLER/CART	USD366546	01/23/1996	02/17/1995	01/23/2010

TRADEMARK
REEL: 1846 FRAME: 0939

SCHEDULE B

EXCLUDED INTELLECTUAL PROPERTY