

04-14-1999



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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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12.99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
01 30 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

01 30 99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

04/08/1999 JSHWDRZZ 00000047 74338252

FOR OFFICE USE ONLY

01 FF:481
02 FF:482

40.00 BP
700.00 CP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0451-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0451-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1882 FRAME: 0394

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74/338252"/>	<input type="text" value="74/338114"/>	<input type="text" value="74/232226"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1789480"/>	<input type="text" value="1382755"/>	<input type="text" value="1952649"/>
<input type="text" value="1830831"/>	<input type="text" value="1794012"/>	<input type="text" value="1795407"/>
<input type="text" value="1795406"/>	<input type="text" value="1790488"/>	<input type="text" value="1835502"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Claire M. Kimball

Claire M. Kimball

3/30/99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 08/30/99
OMB 0851-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark If additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark If additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark If additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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<input type="text" value="1711880"/>	<input type="text" value="1751675"/>	<input type="text" value="1713853"/>
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<input type="text" value="1418794"/>	<input type="text" value="1312447"/>	<input type="text" value="1346309"/>
<input type="text" value="1287435"/>	<input type="text" value="1209733"/>	<input type="text" value="1169228"/>
<input type="text" value="1932951"/>	<input type="text" value="1932950"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Schedule A

<u>Trademark/Service Mark</u>	<u>Registration/Serial Number</u>
CENTRE SQUARE DEVELOPMENT	Reg. 890,731
FLASH FLASH FITNESS and design	Reg. 1,382,755 ✓
FLASH FLASH FITNESS	Reg. 56,842
WYNBROOKE WOODLANDS and design	Reg. 1,830,831 ✓
YOUNKERS SATISFACTION ALWAYS and design	Reg. 1,794,012 ✓
YOUNKERS (stylized)	Reg. 1,795,407 ✓
YOUNKERS WHERE CHRISTMAS DREAMS COME TRUE (stylized)	Reg. 1,795,406 ✓
WYNBROOKE and design	Reg. 1,790,488 ✓
YOUNKERS PRIVATE STOCK and design	Reg. 1,835,502 ✓
RIVERCREST and design	Ser. 74/338,252
RIVERCREST and design	Ser. 74/338,114
PRANGE'S	Reg. 1,711,880
PRANGE'S KIDS and design	Reg. 1,751,675
PRANGE'S KIDS and design	Ser. 74/232,226
BAY WATERS	Reg. 1,713,853 ✓
BAY WATERS	Reg. 1,715,799 ✓
BAY WATERS	Reg. 1,736,642 ✓
BAY WATERS	Reg. 1,720,364 ✓
BAY WATERS	Reg. 1,659,860 ✓
UP COUNTRY	Reg. 1,604,749 ✓
IT'S NOT YOURS 'TIL YOU LIKE IT	Reg. 1,387,118 ✓
PRANGE'S	Reg. 1,418,794 ✓
BAY WATERS	Reg. 1,312,447 ✓
YOUNIQUE (stylized)	Reg. 1,346,309 ✓

TRADEMARK ASSIGNMENT

SAKS, INCORPORATED, with its principal place of business at 750 Lakeshore Parkway, Birmingham, AL 35211 (hereinafter called "ASSIGNOR"), has adopted and used and is the owner of the trademarks, listed in the schedule attached hereto as Schedule A and made a part hereof (hereinafter referred to as the "Marks"), in connection with ASSIGNOR'S goods and services, and the goodwill associated therewith; and **CARSON PIRIE SCOTT & CO.**, with its principal place of business at 750 Lakeshore Parkway, Birmingham, AL 35211 (hereinafter called "ASSIGNEE"), desires to acquire all right, title and interest in and to the Marks.

NOW, THEREFORE, ASSIGNOR does hereby assign and transfer unto ASSIGNEE, its successors, assigns, and legal representatives, all right, title and interest in and to the Marks, including all registrations and applications for registration thereof, together with the goodwill of the business symbolized by the Marks, and including any and all claims for past infringement thereof, including all rights as opponents in any opposition or cancellation proceeding. The parties acknowledge such transfer constitutes a contribution to the capital of Assignee intended to qualify as a transfer to a corporation controlled by Assignor under Section 351 of the Internal Revenue Code. ASSIGNOR further agrees to execute all documents necessary to perfect such rights, title, and interest in ASSIGNEE, its successors, assigns, and legal representatives.

IN WITNESS HEREOF, the ASSIGNOR has caused this Trademark Assignment to be executed by a duly authorized corporate officer to be effective as of

5³⁰ p.m. (E.D.T.), January 30, 1999.

ASSIGNEE hereby consents to and accepts this Trademark Assignment and has caused it to be executed by a duly authorized corporate officer to be effective as of the

5:30 p.m. (E.D.T.), January 30, 1999.

CARSON PIRIE SCOTT & CO.

By: *Brian J. Martin*

Name: *Brian J. Martin*

Title: *Exec. V.P.*

STATE OF *Alabama* §

COUNTY OF *Jefferson* §

On this 27th day of *January*, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared *Brian J. Martin*, known by me to be the person of the above name and an officer of CARSON PIRIE SCOTT & CO. duly authorized to execute this Trademark Assignment on behalf of CARSON PIRIE SCOTT & CO., who signed and executed the foregoing instrument on behalf of CARSON PIRIE SCOTT & CO..

Jennifer Backus
Notary Public

My Commission Expires: *12/10/2001*

SAKS INCORPORATED

By: Brian J. Martin

Name: Brian J. Martin

Title: Exec. V.P.

STATE OF Alabama §

COUNTY OF Jefferson §

On this 27th day of January, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared Brian J. Martin, known by me to be the person of the above name and an officer of SAKS INCORPORATED duly authorized to execute this Trademark Assignment on behalf of SAKS INCORPORATED, who signed and executed the foregoing instrument on behalf of SAKS INCORPORATED.

Jennifer Becken
Notary Public

My Commission Expires: 12/10/2001

Schedule A

DOOR COUNTY SHOP and design	Reg. 1,287,435 v
YOUNIQUE	Reg. 1,209,733 v
YOU	Reg. 1,169,228 v
YOUNIQUE and design	Reg. 1,888
YOUNIQUE and design	Reg. 1,890
YOUNIQUE and design	Reg. 1,894
YOUNIQUE and design	Reg. 1,896
YOUNIQUE and design	Reg. 1,897
YOUNIQUE and design	Reg. 1,898
YOUNIQUE and design	Reg. 1,899
YOUNIQUE and design	Reg. 1,889
YOUNIQUE and design	Reg. 1,891
YOUNIQUE and design	Reg. 1,893
YOUNIQUE and design	Reg. 1,895
YOU	Reg. 3,599
SHEAR VALUE	Reg. 8,545
METROPOLIS	Reg. 4,648
METRO DELI	Reg. 4,649
THE MARKET PLACE BRANDIES AND HOMEWORKS	Reg. 4,346
PRIDE AND JOY	Reg. 647,799
SUPER SALE	Reg. 684,872
FASHION PLATE	Reg. 6,843,794
YOUNKERS	Reg. 6,800,343
REGENCY SHOP	Reg. 6,771,300
BRANDEIS HOMEWORKS THE MARKET PLACE and design	
SHEAR VALUE	

Schedule A

SHEAR VALUE	Reg. 931,934
RAINBOW VACATIONS COMPANY	Reg. 725,390
RAINBOW TOUR COMPANY	Reg. 723,711
THE PLATTE RIVER SUPPLY COMPANY and design	Reg. 696,625
THE PLATTE RIVER SUPPLY COMPANY and design	Reg. 696,617
THE PLATTE RIVER SUPPLY COMPANY	Reg. 696,609
THE BEST OF EVERYTHING and design	Reg. 634,182
YOUNIQUE	Reg. 676,667
YOUNIQUE	Reg. 676,659
YOU	Reg. 676,640
HOMWORKS	Reg. 632,791
YOUNIQUE	Reg. 50,082
YOUNIQUE	Reg. 50,081
YOU	Reg. 50,080
WYNBROOKE (stylized)	Reg. 1,789,480 ✓
PROFFITT'S	Reg. 1,952,649 ✓
PROFFITT'S	Reg. 1,932,951 ✓
PROFFITT'S	Reg. 1,932,950 ✓
INTIMACIES and design	Reg. S12,986
INTIMACIES and design	Reg. 10,836
INTIMACIES and design	Reg. 5,562
THRIFT CREST	
INTIMACIES and design	Reg. 930,730
PROFFITT'S (stylized)	Reg. 921,204
PROFFITT'S and design	Reg. 13,721,079
SENIOR CLASS CLUB SC and design	Reg. 13,721,077

Schedule A

CHERRIES and design

Reg. 11,461,092

PROFFITT'S

PROFFITT'S EXCELLENCE and design

SMOKY MOUNTAIN TRADING COMPANY

INTIMACIES and design

Reg. 10,683