

04-14-1999

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



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

RECORDATION FORM COVER SHEET
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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
10 12 93

Conveying Party

- Mark if additional names of conveying parties attached
- Name Carson Pirie Scott & Company Execution Date
Month Day Year
10 12 93
- Formerly SPC Retail Corporation

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

- Mark if additional names of receiving parties attached
- Name CPS Holding Company
- DBA/AK/A _____
- Composed of _____
- Address (line 1) 331 West Wisconsin Avenue
- Address (line 2) _____
- Address (line 3) Milwaukee Wisconsin 53203
City State/Country Zip Code
- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

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01 FC:481
02 FC:482

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

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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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1395289"/>	<input type="text" value="1148447"/>	<input type="text" value="1143734"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

Name of Person Signing

Claire M. Kimball

Signature

3/29/99

Date Signed

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CARSON PIRIE SCOTT & COMPANY", CHANGING ITS NAME FROM "CARSON PIRIE SCOTT & COMPANY" TO "CPS HOLDING CO.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 1993, AT 9 O'CLOCK A.M.

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CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
CARSON PIRIE SCOTT & COMPANY
Dated as of October 12, 1993

It is hereby certified that:

FIRST: The name of the corporation is Carson Pirie Scott & Company (formerly known as SPC Retail Corporation) (the "Corporation").

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 22, 1987.

THIRD: The Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 20, 1987.


FOURTH: The Board of Directors of the Corporation, by unanimous written consent in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, adopted the following resolution:

RESOLVED, that Article FIRST
of the Restated Certificate of
Incorporation of the Corporation be
amended to read in its entirety as
follows:


"FIRST: The name of the corporation is CPS
Holding Co. (hereinafter the "Corporation")."

FIFTH: The foregoing amendment has been duly adopted in accordance with the provisions of Sections 228

and 242 of the General Corporation Law of the State of Delaware.



Michael R. MacDonald
Vice President

ATTEST:
BY: 

Charles J. Hansen, Vice President,
General Counsel & Secretary