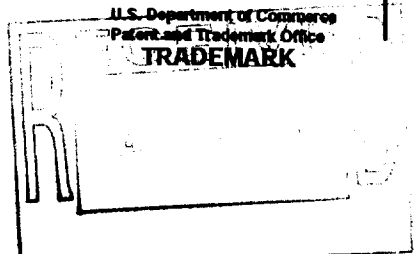


04-19-1999



101013476



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

66-5-5
MID

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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 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

04/16/1999 VBRODM 00000153 74338252

01 FC:481 40.00 OP
02 FC:482 825.00 OP

FOR OFFICE USE ONLY

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 (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, 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

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

404-881-7000

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)

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

4/01/99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 08/30/99
OMB 0651-0027

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 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

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<input type="text" value="1949027"/>	<input type="text" value="1370269"/>	<input type="text"/>

Schedule A

<u>Trademark/Service Mark</u>	<u>Registration/Serial Number</u>
BOX OFFICE PIZZA	Reg. 1,481,767
BOX OFFICE PIZZA	Reg. 1,468,663
DE PIZZA DELIVERY and design	Reg. 1,399,901
WATERFORD	Ser. 73/685,172
INDIAN LAKES and design	Reg. 1,156,769
NBGL NATIONAL BANK	Ser. 75/352,044
PLEASANT SURPRISES	Reg. 2,088,261
NATIONAL BANK OF THE GREAT LAKES	Ser. 75/023,572
COME TO THE RIGHT PLACE	Reg. 2,021,357
YOU'VE COME TO THE RIGHT PLACE	Reg. 1,949,027
JUST NOW	Ser. 74/500,979
SERVICE PORTFOLIO	Ser. 74/080,410
KENNETH ROBERTS	Reg. 1,370,269
BOTTOM LINE	Ser. 73/521,770
MS. JEANS	Reg. 1,130,147
THRIFTTWIST and design	Reg. 779,095
CARSON PIRIE SCOTT and design	Reg. 797,906
INPULSE	Reg. 14,185
BERGNER'S and design	
CARSON PIRIE SCOTT REALTY PARTNERSHIP	Reg. 890,428
INPULSE	Reg. 50,099,061
BERGNER'S and design	Reg. 44,150
SUGAR N' SPICE	Reg. 38,440
L and design	Reg. 37,959

Schedule A

IMPULSE	Reg. 63,234
PARISIAN PORTFOLIO	Ser. 74/329,570
THE THANKS PLAN	Ser. 74/311,524
LEZAN	Ser. 74/268,939
POSITIVE I.D.	Ser. 74/106,067
HILLARY PAIGE	Ser. 74/017,356
JINGLES	Ser. 73/834,527
ARLINGTON AVENUE	Reg. 1,600,995
TOPIX	Reg. 1,591,049
HANOVER SQUARE (stylized)	Ser. 73/735,288
RUNNING MATES	Ser. 73/403,299
BREAK THRU VALUE (stylized)	Reg. 1,205,519
BRITCHES & COMPANY and design	Reg. 937,138
PARISIAN	Reg. 17,594
MAX MCNAB and design	Reg. S12,416
PARISIAN and design	Reg. S10,831
PARISIAN (stylized)	Reg. T14,326
.P.A.R.I.S.I.A.N. and design	
PARISIAN (stylized)	Reg. 90,017,520
PARISIAN	Reg. 9,221
PARISIAN (stylized)	Reg. S11,285
PARISIAN (stylized)	
PARISIAN	Reg. 483,224
PARISIAN and design	Reg. 17,450
MAX MCNAB and design	Reg. 105,325
PARISIAN	Reg. 104,718

Schedule A

PARISIAN	Reg. 901,219
PARISIAN (stylized)	Reg. 900,814
PARISIAN	Reg. 74,074
PARISIAN	Reg. 67, 766
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

Schedule A

BAY WATERS	Reg. 1,312,447
YOUNIQUE (stylized)	Reg. 1,346,309
DOOR COUNTY SHOP and design	Reg. 1,287,435
YOUNIQUE	Reg. 1,209,733
YOU	Reg. 1,169,228
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

Schedule A

BRANDEIS HOMEWORKS THE MARKET PLACE and design	
SHEAR VALUE	
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
HOMEWORKS	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

Schedule A

PROFFITT'S and design	Reg. 13,721,079
SENIOR CLASS CLUB SC and design	Reg. 13,721,077
CHERRIES and design	Reg. 11,461,092
PROFFITT'S	
PROFFITT'S EXCELLENCE and design	
SMOKY MOUNTAIN TRADING COMPANY	
INTIMACIES and design	Reg. 10,683
BOSTON STORE	Reg. 6,482
GREAT LAKES RECREATION and design	

TRADEMARK ASSIGNMENT

PARISIAN, INC., 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 **McRAE'S, INC.**, 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

7:30 p.m. (E.D.T.), January 30, 1999.

PARISIAN, INC.

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 PARISIAN, INC. duly authorized to execute this Trademark Assignment on behalf of PARISIAN, INC., who signed and executed the foregoing instrument on behalf of PARISIAN, INC.

Jennifer Backus
Notary Public

My Commission Expires: 2/10/2001

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

7:30 p.m. (E.D.T.), January 30, 1999.

McRAE'S, INC.

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 MCRAE'S, INC. duly authorized to execute this Trademark Assignment on behalf of MCRAE'S, INC., who signed and executed the foregoing instrument on behalf of MCRAE'S, INC.

Jennifer Backus
Notary Public

My Commission Expires: *12/10/2001*