

03-08-2000

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

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

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TRADEMARKS ONLY

2:00 FEB -8 PM 3:04

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

Submission Type

- New 2-8-00
- 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 Effective Date
Month Day Year
1/5/2000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name The Elder-Beerman Stores Corp.

Execution Date
Month Day Year

1/25/2000

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name BG Shoe Acquisition Corp.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Suite 2650

Address (line 2) 150 North Wacker Drive

Address (line 3) Chicago, Illinois 60606, United States of America

- 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

FOR OFFICE USE ONLY

03/08/2000 DNGUYEN 00000040 1766442

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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

(462935 10)

TRADEMARK
REEL: 002031 FRAME: 0611

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 312-715-4000

Name Robert E. Browne
Address (line 1) Alzheimer & Gray
Address (line 2) Suite 4000
Address (line 3) 10 South Wacker Drive
Address (line 4) Chicago, Illinois 60606

Pages

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

7

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)
_____	<u>1,766,442</u>
_____	<u>1,171,752</u>
_____	<u>1,259,466</u>

Number of Properties

Enter the total number of properties involved.

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90.00

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:

011,156

Authorization to charge additional fees:

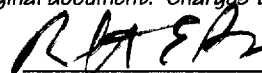
Yes

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.

Robert E. Browne



February 4, 2000

Name of Person Signing

Signature

Date Signed

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

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) _____

Individual General Partnership Limited Partnership

Corporation Association
 Other _____

Citizenship/State of Incorporation/Organization _____

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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)

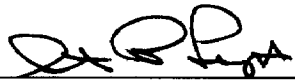
**ASSIGNMENT OF TRADEMARK AND TRADEMARK
AND NAME REGISTRATIONS**

WHEREAS, THE ELDER-BEERMAN SHOES CORP., an Ohio corporation, of 3155 El-Bee Road, Dayton, Ohio, 45439, is the owner of all rights, title and interest in and to, and its wholly-owned subsidiary, The Bee-Gee Shoe Corp., an Ohio corporation, has acquired, adopted, used, or is using, the trademarks described in Exhibit A, which are registered in the United States Patent and Trademark Office, the tradenames described in Exhibit B, which are registered with the Office of the Secretary of State of Ohio, the trademark described in Exhibit C, which is registered with the Office of the Secretary of State of Texas and the goodwill symbolized by each of said marks and names.

WHEREAS, BG SHOE ACQUISITION CORP., a Delaware corporation, of 150 North Wacker Drive, Suite 2650, Chicago, Illinois, 60606, is desirous of acquiring all of the rights, title and interest in and to said marks and names, the goodwill symbolized thereby, and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, The Elder-Beerman Stores Corp. does hereby sell, assign, transfer and convey unto BG Shoe Acquisition Corp. all of its rights, title and interest in and to said marks and names, together with the goodwill of the business symbolized by each of the marks and names and the above identified registrations thereof, and the right to recover for past acts of infringement, free and clear of all liens and encumbrances.

THE ELDER-BEERMAN STORES CORP.

By: 
Name: STEVEN D. COLLINS
Title: SO. V.P. COUNSELLOR

Date: January 25, 2000

EXHIBIT A

Trademarks registered in the United States Patent and Trademark Office

<u>Reg. No.</u>	<u>Trademark</u>	<u>Registered</u>
1,766,442	EL-BEE	4/20/1993
1,171,752	EL-BEE	5/29/1981
1,259,466	SUGARFOOT	11/29/1983

EXHIBIT B

Trade Names Registered with the Secretary of State of Ohio

<u>Reg. No.</u>	<u>Trademark</u>	<u>Registered</u>
RN 50,771	SUGARFOOT	11/16/1978
RN 32,514	EL-BEE SHOE OUTLET	8/2/1971

EXHIBIT C

Trademark registered with the Secretary of State of Texas

<u>Reg. No.</u>	<u>Trademark</u>	<u>Registered</u>
37,741	EL-BEE in script form	9/22/1990