06-05-2000

101373508

TRADEMARKS ONLY

To H[illegible]s and Trademarks:
Please [illegible]ment or copy thereof.

1. NAME OF PARTY(IES) CONVEYING [illegible]DRESS OF PARTY(IES) RECEIVING AN INTEREST:

Dayton Hudson Brands, Inc.
33 South Sixth Street
Minneapolis, MN 55402

MAD 5.12.00

Entity: Dayton Hudson Brands, Inc.
☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation – State Minnesota
☐ Other

Name: Target Brands, Inc.
Internal Address: Attn: Kristina Kemp
Street Address: 33 South Sixth Street, CC-38D
City: Minneapolis
State: MN
Zip: 55402

Entity: Target Brands, Inc.
☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - State Minnesota
☐ Other
☐ Citizenship

2000 MAY 12 AM 11:25 OPR/FINANCE

3. INTEREST CONVEYED:

☐ Assignment ☒ Change of Name
☐ Security Agreement ☐ Merger
☐ Other

If not domiciled in the United States, a domestic representative designation is attached:
☐ Yes
☐ No

(The attached document must not be an assessment)

4. APPLICATION NUMBER(S) OR REGISTRATION NUMBER(S). ADDITIONAL SHEET ATTACHED? ☒ YES ☐ NO

A. Trademark Application No.(s)

See attached Exhibit A (12 pages)

B. Trademark Registration No.(s)

See attached Exhibit A (12 pages)

5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT

Name: Target Brands, Inc.
Internal Address: C/o Kristina A. Kemp CC-38D
Street Address: 33 South Sixth Street
City: Minneapolis
State: MN
Zip: 55402

6. NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED:

263

7. AMOUNT OF FEE ENCLOSED OR AUTHORIZED TO BE CHARGED:

Applicable service fee charged to deposit account.

8. DEPOSIT ACCOUNT NUMBER (ATTACH DUPLICATE COPY OF THIS FORM IF PAYING BY DEPOSIT ACCOUNT):

20-0089

06/02/2000 DNGUYEN 00000283 200089 2021093
01 FC:481 40.00 CH
02 FC:482 6300.00 CH

DO NOT USE THIS SPACE

9. DATE OF EXECUTION OF ATTACHED DOCUMENTS: 28 January 2000

10. I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING IS TRUE AND CORRECT. EXECUTED ON:

11 May 2000
Date

Kristina A. Kemp
Signature

Kristina A. Kemp
Name of Person Signing

TBrands 45313

Exhibit A

TMARK:	REGNO:	APPNO:
111 STATE	2,021,093	75/063,775
28 SHOP	1,879,839	74/468,759
700 EXPRESS	1,334,858	73/494,594
700 UNDER THE MALL	1,332,640	73/496,085
ABUNDANCE		75/865,444
ADVANCED SEATING		75/807,715
AMARANTH DESIGN	1,787,255	74/343,593
AMELIA'S	1,467,480	73/655,268
AMERICE	1,258,174	73/391,161
ARCHER FARMS	2,290,302	75/600,085
ARCHER FARMS	2,292,831	75/600,084
ASIAN ACCENT	2,096,334	74/666,901
ATTACHE'	1,229,990	73/344,438
Aunt Holly Design	1,411,353	73/515,635
BABY'S FAVORITES	1,850,667	74/323,194
BEDFORD FALLS SENTINEL	1,929,676	74/581,326
BELMONT		75/788,316
BIG LIFE	2,082,477	75/084,128
BOOTS & BARKLEY		75/653,584
BOUNDARY WATERS	1,231,508	73/365,954
BOUNDARY WATERS	1,373,293	73/507,798
BOUNDARY WATERS	1,315,877	73/412,483
BOUNDARY WATERS	1,550,578	73/761,420

Exhibit A

TMARK:	REGNO:	APPNO:
BRIDGETOWN COLLECTION	2,214,626	75/397,655
C'EST TARGET		75/803,265
CAFFE GIO	2,000,888	74/667,631
CAHILL & COMPANY	1,522,610	73/733,407
CAMMIE'S	1,935,268	74/589,367
CHARGE AHEAD	1,945,254	74/567,963
Chevron Design	875,811	72/295,622
CHRISTMAS ORIGINALS	1,027,945	73/040,988
CHRISTMAS PETITES		75/453,301
CIRCA		75/041,469
CIRCLE OF GIVING	2,022,259	75/060,312
CIRCO	1,849,226	74/161,919
CIRCO	1,841,112	74/801,541
CITY SIGHTS		75/470,475
CLASSICS		75/241,368
CLUB WEDD	1,846,353	74/365,741
CLUBFELLOW	1,292,380	73/410,307
COACH YOUR KIDS		75/788,528
DAISY SALE	1,345,291	73/508,291
DAYTON'S	1,317,428	73/482,290
DAYTON'S GOURMET and De	2,054,748	75/073,196
DAYTON'S OVAL ROOM	731,213	72/120,795
DURABUILT	1,978,391	74-695,586

Exhibit A

TMARK:	REGNO:	APPNO:
DURABUILT	1,940,042	74-622,945
ECCENTRICITIES (Stylized)	1,862,119	74/455,878
EQUIPT		75/837,446
ESTATES COLLECTION	1,899,424	74/268,278
EVERYDAY HERO	1,818,278	74/386,276
EXPECT MORE. PAY LESS.	2,256,194	75/009,319
EYE OPENERS		75/783,640
FAITHFUL FRIENDS	2,112,959	75/083,899
FANCY THAT	2,156,572	75/258,114
FANCY THAT	2,035,790	75/085,728
FAVORITES	1,348,072	73/470,324
FIELD GEAR	2,342,203	75/416,159
FIELD GEAR	1,512,788	73/698,553
FIELD MANOR	1,446,557	73/624,666
FIELD SPORT (Stylized)	1,284,418	73/425,748
FIELD'S	1,304,257	73/437,573
FIELD'S AFAR	2,224,223	75/418,218
FIELDGEAR (Stylized)	1,285,337	73/425,746
FOOD AVENUE	1,693,670	74/102,206
FRANGO	1,297,227	73/449,201
FRANGO	1,064,058	73/100,803
FRANGO	1,279,145	73/416,357
FRANGO	1,779,123	74/331,157

Exhibit A

TMARK:	REGNO:	APPNO:
FREEDOM BAY	2,225,485	75/382,904
FRESH PAINT	2,217,895	75/306,237
FURIO	1,911,135	74/554,416
FYI	1,323,869	73/475,065
GALLERY 12	1,379,753	73/534,742
GALLERY COLLECTION	1,784,047	74/252,975
GARDEN ESTATES	2,027,938	74/712,379
GET INTO THE GAME		75/866,592
GOODNEST	1,841,615	74/408,139
GOURMET LUTHERAN COFF	2,201,344	75/355,887
Grandpa Marshall Field's Desig	1,411,354	73/515,636
GREATLAND	1,861,063	74/339,519
GREATLAND	1,585,723	73/818,392
GREATLAND	1,585,673	73/818,362
GREATLAND	1,606,455	73/838,979
GREATLAND	1,585,514	73/818,365
GREATLAND	1,641,912	74/055,563
GREATLAND	1,649,583	74/051,740
GREATLAND	1,384,442	73/553,449
HIGH BRIDGE and Design	1,734,492	74/182,983
HIGHBRIDGE CLASSICS	2,018,667	74/602,245
HINKY DINK KENNA'S	1,561,621	73/778,267
HOLIDAY BIRDS		75/783,641

Exhibit A

TMARK:	REGNO:	APPNO:
HONORS	1,355,506	73/499,402
HONORS	1,914,573	74/570,472
HONORS	1,294,528	73/428,280
HONORS SPORT	1,355,550	73/519,476
HUDSON'S	1,337,316	73/482,460
HUDSON'S GOURMET	1,958,211	74/396,490
IFIX		75/695,798
IGLOO GREETINGS		75/852,277
ILOVEADEAL.COM		75/862,206
IN DUE TIME	2,188,412	75-209,701
INDEED!	2,055,543	75/136,009
INDEED!	2,337,438	75/512,010
INDIGO ROAD		75/791,233
INSITE (Stylized)	1,318,247	73/425,749
JNC		75/795,879
JUBILEE	1,465,930	73/507,754
KID'DADDLE	2,208,989	75/390,160
KISS YOUR OLD CLOTHES G	2,102,240	75/087,234
L'IL TREE IMAGINATION		75/311,784
LETTERS	2,040,375	75/073,607
LIFE'S MOMENTS	2,088,330	75/052,203
LULLABY CLUB	2,030,848	74/626,262
LULLABY CLUB	2,010,915	74/611,574

Exhibit A

TMARK:	REGNO:	APPNO:
LULLABY CLUB	2,025,963	74/626,260
LULLABY NOTES		75/585,568
MANCHESTER		75/788,309
MANGO PANGO		75/795,880
MARKETPLACE (Styized)	1,385,648	73/517,486
MARSHALL FIELD'S	1,273,988	73/410,309
MARSHALL FIELD'S (Stylized)	1,270,920	73/414,664
MARSHALL FIELD'S (Stylized)	1,273,987	73/410,308
MARSHALL FIELD'S (Sylized)	1,273,664	73/418,693
Marshall Field's Clock - Misc. D	1,262,595	73/372,343
Marshall Field's Clock - Misc. D	1,263,282	73/372,342
MARSHALL FIELD'S GOURME	1,474,607	73-666,121
MARSHALL FIELD'S GOURME	1,350,905	73/502,523
MARSHALL FIELD'S GOURME	1,360,871	73/515,030
MARZIA	2,037,214	75/080,608
MASTERPLAN	888,012	72/312,439
MERONA	2,150,687	75/260,583
MERONA	1,771,523	74/262,637
MERONA	1,727,283	74/245,926
MERONA	1,636,966	74/032,537
Miscellaneous Design (Bullseye	972,082	72/425,130
Miscellaneous Design (Bullseye	1,266,057	73/398,520
Miscellaneous Design Bullseye i	n,a	75-518,100

Exhibit A

TMARK:	REGNO:	APPNO:
MISTLETOE and Design (of a B	1,578,413	73/829,093
MR. SHIRLEY	1,329,031	73/439,201
MUNCH BREAK	2,150,801	75/270,185
NEW TRADITIONS	1,280,795	73/425,750
NOCTURNE		75/662,295
NORTHBRIAR	1,767,528	74/313,636
NORTHBRIAR	1,617,230	74/020,760
ON TARGET	1,147,658	73/222,912
OVAL ROOM	408,077	72/466,571
OXFORD		75/787,939
OXFORD & FULHAM		75/789,812
P.J. HUGGABEE	2,025,267	75/011,622
PASTICHE	2,220,976	75/314,892
PESCHKA		75/423,303
PET ESSENTIALS	1,920,052	74/556,143
PRO SPIRIT	1,340,989	73/501,948
PRO SPIRIT	2,075,835	75/158,375
PRO SPIRIT PS and Design	1,354,374	73/519,474
RED CARD		75/874,066
RED CARD		75/875,338
RED SATIN		75/783,494
REGARDS	1,865,115	74/422,400
REPOSE		75/515,941

Exhibit A

TMARK:	REGNO:	APPNO:
ROMANTIC ESCAPES		75/585,263
ROYAL LEGACY		75/819,840
SANTABEAR	1,464,199	73/642,649
SANTABEAR	1,407,366	73-578,686
SEASIDE COLLECTION	1,824,127	74/368,553
SEASONS	1,791,998	74/234,806
SEASONS SMILE	2,266,555	75/425,373
SELECT	2,139,268	75-293,058
SELECT PERSONAL SHOPPI	2,088,378	75/077,960
SELECT SWEATS	1,898,150	74/330,490
SENSUAL TOUCH		75/662,500
SERENITY		75/666,674
SERENITY		75/678,570
SIGN OF THE TIMES		75/807,721
SIGNALS	2,245,980	75-452,694
SIGNALS (Stylized)	2,246,106	75/467,443
SILKEN TOUCH	1,386,838	73/505,437
SIMPLY GOLD		75/783,465
SNOWDEN	2,238,021	75/213,662
SNOWDEN	2,210,105	75/213,664
SNOWDEN	2,212,185	75/213,663
SNOWDEN	2,210,106	75/213,665
SNOWDEN	2,207,937	75/156,083

Exhibit A

TMARK:	REGNO:	APPNO:
SOSTANZA	1,797,626	74/325,533
SPROCKETS	1,610,525	74/008,733
STERLING SILVER		75/783,464
STITCHWORKS	1,262,490	73/391,163
STORK CLUB	1,368,856	73/428,543
SUB DISTRICT	1,958,865	74/658,569
SUMMIT HILL	1,530,919	73/534,752
SUPER TARGET	1,961,031	74/532,774
SURREY	894,189	72/302,047
TARGET	1,146,216	73/208,790
TARGET	855,754	72/287,968
TARGET	856,539	72/287,967
TARGET	845,193	72/276,714
TARGET	816,110	72/237,166
TARGET	1,173,799	73/205,525
TARGET	2,139,290	75/302,389
TARGET	816,125	72/237,168
TARGET	818,410	72/237,172
TARGET	816,182	72/237,171
TARGET	1,141,503	73/205,451
TARGET	816,107	72/237,164
TARGET	1,140,300	73/208,840
TARGET	1,146,192	73/208,791

Exhibit A

TMARK:	REGNO:	APPNO:
TARGET	2,302,127	75/589,299
TARGET	2,139,290	74/302,389
TARGET	1,138,540	73/208,839
TARGET	837,308	72/245,996
TARGET and Bullseye Design	845,615	72/276,713
TARGET and Bullseye Design	1,276,665	73/418,608
TARGET and Bullseye Design	1,267,027	73/405,907
TARGET and Bullseye Design	1,386,318	73/495,553
TARGET and Bullseye Design	1,608,994	74/001,508
TARGET and Bullseye Design	1,276,656	73/398,519
TARGET and Bullseye Design	1,282,536	73/397,622
TARGET and Bullseye Design	1,231,802	73/344,180
TARGET and Bullseye Design	1,272,500	73/398,398
TARGET and Bullseye Design	1,271,703	73/398,529
TARGET and Bullseye Design	1,266,109	73/398,521
TARGET and Bullseye Design	1,264,020	73/398,518
TARGET and Bullseye Design	1,261,972	73/397,602
TARGET and Design	1,282,569	73/397,606
TARGET CENTER	1,718,966	74/224,783
TARGET COMMUNITY FUND		75/671,174
TARGET GREATLAND	1,639,404	74/027,631
TARGET GREATLAND and Bul	1,641,791	74/-27,630
TARGET GUEST CARD	2,012,083	75/036,203

Exhibit A

TMARK:	REGNO:	APPNO:
TARGET HOUSE	2,091,444	75/189,627
TARGET THE FAMILY	1,917,860	74/408,555
TARGET.COM		75/883,052
THE LISTENERS CIRCLE	2,123,143	75/147,896
THE PLANET	2,312,993	75/414,633
THE PLANET and design	2,325,239	75/431,129
THE PLANET GLOBAL CLOTH	2,312,995	75/415,012
TIMBERLINE	2,141,513	75/146,828
TINY DINER CO.		75/629,226
TINY FINERY	1,379,186	73/498,757
TINY FINERY	1,335,615	73/398,742
TODAY/TONIGHT	1,835,516	74/400,895
TRANQUILITY BAY	1,992,078	74/610,741
TRANQUILITY BAY	2,081,607	75/155,994
TREATCETERA	1,893,258	74/497,224
TREATSEATS	1,718,896	74/154,541
TREETOP TIDINGS		75/695,799
TREND BASICS	1,843,352	74/036,907
UFF DA! (Stylized)	1,446,466	73/601,829
ULTRA TOUCH	1,206,751	73/300,470
VIDEO CUSTOMER REWARD	2,128,363	75/147,895
VIDEO TRACKERS	1,940,237	74/501,181
WELL & GOOD	2,342,202	75/414,937

Exhibit A

TMARK:	REGNO:	APPNO:
WELL BEYOND BEAUTY	2,304,789	75/453,303
WHAT'S IN FOR OUTSIDE		75/589,287
WINDSOR & BROWNE	1,805,775	74/169,360
WIRELESS	1,763,488	74/282,174
WIRELESS	1,427,436	73/601,831
WIRELESS ROAD BOOK		75/854,215
WOMEN'S WAY	1,498,139	73/696,659
WOODWARD	2,288,345	75/084,323
WORKDAY CASUAL	1,996,784	74/700,915
XHILARATION	2,095,250	75/185,003
XHILARATION	2,116,070	75/199,126
YOGURT EXPRESS	1,476,348	73/666,551

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DAYTON HUDSON BRANDS, INC.

We, the undersigned, Erica C. Street and Kristina A. Kemp, respectively the President and the Assistant Secretary of Dayton Hudson Brands, Inc., a corporation formed under the laws of the State of Minnesota and subject to the provisions of the Minnesota Business Corporation Act, do hereby certify that the following resolutions were adopted in writing on January 28, 2000, by all of the holders of shares of the Corporation entitled to a notice of meeting for the purpose of adopting such resolutions:

RESOLVED, that Article I of the Articles of Incorporation of Dayton Hudson Brands, Inc. be, and the same is hereby, amended to read, as follows:

"ARTICLE I

The name of this Corporation shall be Target Brands, Inc."

RESOLVED FURTHER, that the President or Vice President and the Secretary or Assistant Secretary of Dayton Hudson Brands, Inc. be, and they are hereby, authorized and directed to execute and acknowledge a certificate attesting these resolutions, and to cause such certificate to be filed in the manner required under the laws of the State of Minnesota.

IN WITNESS WHEREOF, Dayton Hudson Brands, Inc. has caused this certificate to be signed and executed by Erica C. Street, its President, and attested to by Kristina A. Kemp, its Assistant Secretary, on this 28th day of January 2000.

DAYTON HUDSON BRANDS, INC.

BY: _____
Erica C. Street, President

ATTEST BY: _____
Kristina A. Kemp, Assistant Secretary

Subscribed and sworn to before me
this 28th day of January 2000.

_____
Notary

AMY BROMBERG FUNK
NOTARY PUBLIC-MINNESOTA
MY COMMISSION EXPIRES 1-31-2005

DHC: 36952 v1