

08-04-2000



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7.6.00

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 # 101293670
- 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
08/03/99
- Change of Name
- Other []

Conveying Party

Mark if additional names of conveying parties attached

Name Value City Acquisition Corp. Execution Date
Month Day Year
08/03/99

Formerly []

- 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 Value City of Michigan, Inc.

DBA/AKA/TA []

Composed of []

Address (line 1) 36901 Warren Road

Address (line 2) []

Address (line 3) Westland Michigan/ U.S.A. 48185
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other []
- Citizenship/State of Incorporation/Organization Michigan

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.)

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

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

Already paid

Deposit Account

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

Deposit Account Number: #

deficiencies only

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.

Donald F. Frei



June 30, 2000

Name of Person Signing

Signature

Date Signed

MRP 94-00

03-21-2000



101293670

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings

COVER SHEET ONLY U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks and the attached original documents or copy thereof.

1. Name of conveying party(ies): Value City Acquisition Corp. OPR/FINANCE
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

Name and address of receiving party(ies) Name: Value City of Michigan, Inc.
Internal Address:
Street Address: 36901 Warren Road
City: Westland, State: Michigan ZIP: 48185
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Michigan
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: August 3, 1999

4. Application number(s) or patent number(s):
A. Trademark Application No.(s) SN 209,375
B. Trademark Registration No.(s) 2,048,535 1,748,601 1,786,182 1,747,178
Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 5

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donald F. Frei, Esquire
Internal Address: Wood, Herron & Evans, L.L.P.
Street Address: 2700 Carew Tower 441 Vine Street
City: Cincinnati, State: OH ZIP: 45202

7. Total fee (37 CFR 3.41) \$140.00
Enclosed
Authorized to be charged to deposit account (Deficiencies only)
8. Deposit account number: 23-3000
(Attach duplicate copy of this page if paying by deposit account)

03/21/2000 DC03TES 00000223 209375 DO NOT USE THIS SPACE

9. 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.
Donald F. Frei Signature
February 7, 2000 Date
Total number of pages including cover sheet, attachments, and document: 5

RECORDATION OF TRADEMARK

03-06-2000

DEPARTMENT OF COMMERCE
Patent and Trademark Office



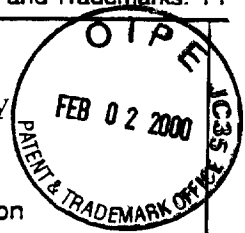
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or copy thereof.

Tab settings = = =

To the Honorable Commissioner of Patents and Trademarks: Please

1. Name of conveying party(ies):
Crowley Milner and Company
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other



2. Name and address of receiving party(ies)
Name: Value City Acquisition Corp.
Internal Address:
Street Address: 1800 Moler Road
City: Columbus State: Ohio ZIP: 43207

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: April 29, 1999

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
SN 209,375

B. Trademark Registration No.(s)
2,048,535
1,748,601
1,786,182
1,747,178
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donald F. Frei, Esquire
Internal Address: Wood, Herron & Evans, L.L.P.
Street Address: 2700 Carew Tower
441 Vine Street
City: Cincinnati, State: Ohio ZIP: 45202

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41).....\$140.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
23-3000
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Donald F. Frei *Donald F. Frei* February 2, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 6

ASSIGNMENT
(Trademarks)

THIS ASSIGNMENT is made effective the 1st day of May, 1999.

WHEREAS, Value City Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware, having a place of business at 1800 Moler Road, Columbus, Ohio 43207 (hereinafter referred to as the "ASSIGNOR"), owns the trademarks, application, and registrations identified in Exhibit A, and the goodwill of the business symbolized by the mark (collectively the "Marks"); and

WHEREAS, Value City of Michigan, Inc., a corporation organized and existing under the laws of the State of Michigan, having a place of business at 36901 Warren Road, Westland, Michigan 48185 (hereinafter referred to as the "ASSIGNEE"), desires to acquire said Marks and goodwill associated with said Marks and any and all registrations thereof and pending application therefor,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the said ASSIGNOR does hereby assign and transfer to the said ASSIGNEE the entire right, title, and interest in and to the registrations and pending application for said Marks and all of its rights, title, and interest to said Marks set forth in Exhibit A hereof, together with the goodwill of the business symbolized by the Marks and the registrations thereof and pending application therefor, and all other rights which ASSIGNOR has enjoyed thereunder in the United States, including any and all rights of recovery based on past infringement of said Marks and/or registrations, the same to be held and enjoyed by the ASSIGNEE, its successors and assigns, to the full end of the

terms for which any of the aforesaid Marks are registered and any renewals of the terms thereof;

FOR THE SAME CONSIDERATION, the said ASSIGNOR also hereby covenants and agrees to and with the said ASSIGNEE, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, the said ASSIGNOR is the sole and lawful owner of the entire right, title and interest in and to the said registrations and believes it is the sole and lawful owner of the entire right, title and interest to said Marks and said goodwill associated therewith and that the same are unencumbered and that the said ASSIGNOR has good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND for the same consideration, the said ASSIGNOR hereby covenants and agrees to and with the said ASSIGNEE, its successors, legal representatives and assigns, that the said ASSIGNOR will, whenever counsel of the said ASSIGNEE, or the counsel of its successors, legal representatives and assigns, shall advise that it is lawful and desirable, sign all papers and documents, deliver necessary documents including original registration certificates, if available, take all lawful oaths, execute separate confirmatory assignments, and do all acts necessary or desirable to be done for the procurement, maintenance, enforcement and defense of said Marks without charge to the said ASSIGNEE, its successors, legal representatives and assigns.

Signed at Columbus, in the County of Franklin, State of Ohio, this 3rd day
of August, 1999.

VALUE CITY ACQUISITION CORP.

By: William R. Paluck

Name: William R. Paluck

Title: President

EXHIBIT A

U.S. Registrations and Applications

<u>Mark</u>	<u>Number</u>	<u>Date</u>
CLASSIC-HOME	Reg. No. 2,048,535	4/1/97
CROWLEY'S	Reg. No. 1,748,601	1/26/93
CROWLEY'S PRIVATE STOCK PS	Appln. SN 209,375	10/3/91
JOSEPH RICHARDS	Reg. No. 1,786,182	8/3/93
KEYS & STANDART	Reg. No. 1,747,178	1/19/93

Michigan State Registrations

<u>Mark</u>	<u>Number</u>	<u>Date</u>
CLASSIC-HOME	Reg. No. M77-080	6/11/93
YOU'RE EXTRA SPECIAL	Reg. No. M20059	7/16/87