

10-10-00



101506138

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

1. Name of conveying party(ies):
 Elder-Beerman Stores Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Ohio
 Other _____

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

2. Name and address of receiving party(ies)
 Name: Shoebilee, Inc.
 Internal Address: _____
 Street Address: 3155 El-Bee Road
 City: Dayton State: OH Zip: 45439

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
 (Designations must be a separate document from assignment)
 Additional name(s) & addresses(es) attached? Yes No

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

Execution Date: July 27, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,171,752
1,766,442
1,259,466

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2262
 (Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Leslie K. Batté, Esq.
 Biebel & French LPA
 35 East First Street
 Dayton, OH 45402

Control No. T2749 Re: ELD 000 T

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.

Leslie K. Batté
 Name of Person Signing
 Ohio Reg. No. 0067070

Signature

10-06-00
 Date

Total number of pages including cover sheet, attachments, and documents 5

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

TRADEMARK
REEL: 002167 FRAME: 0969

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SCHEDULE A

<u>Mark</u>	<u>U.S. Registration No.</u>	<u>Registration Date</u>
EL-BEE (Stylized)	1,171,752	5/29/1981
EL BEE	1,766,442	4/20/1993
SUGAR FOOT	1,259,466	11/29/1983

ASSIGNMENT OF UNITED STATES TRADEMARKS


WHEREAS, THE ELDER-BEERMAN STORES CORP., a corporation of the State of Ohio, having a place of business at 3155 El-Bee Road, Dayton, Ohio 45439 (hereinafter "Assignor"), is the owner of all right, title and interest in and to the trademarks and registrations thereof set forth on Schedule A hereto;

WHEREAS, SHOEBILEE, INC., f/k/a BG SHOE ACQUISITION CORP., a corporation of the State of Delaware, having a place of business at 3155 El-Bee Road, Dayton, Ohio 45439 (hereinafter "Assignee"), is desirous of acquiring all right, title and interest in and to said trademarks and the registrations thereof;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00), and other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, the entire right, title and interest in and to said trademarks and to said registrations thereof, including all goodwill of the business in connection with which said marks are used, together with all rights and privileges pertaining to said marks, including all rights of recovery for past infringements thereof and of renewals for subsequent terms, the same to be held and enjoyed by Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by Assignor had this sale, assignment and transfer not been made.

IN WITNESS WHEREOF, Assignor has caused this assignment to be made effective the 25th day of January, 2000.

THE ELDER-BEERMAN STORES CORP.


By: 
Steven D. Lipton

Its: Sr. V.P., Controller

STATE OF OHIO)
) ss
COUNTY OF MONTGOMERY)

Before me, a notary public, in and for said county, personally appeared Steven D. Lipton, known to me to be the person who, as Sr. V.P., Controller of The Elder-Beerman Stores Corp., the corporation which executed the foregoing instrument, signed the same, and acknowledged to me that he did so sign the instrument in the name and upon behalf of said corporation as such officer; that the same is his free act and deed as such officer, and the free and corporate act and deed of said corporation; and that he was duly authorized thereunto by its board of directors.

In testimony whereof, I have hereunto subscribed my name, and affixed my official seal at this 27th day of July, 2000.


Notary Public

CATHY L. LYNCH, Notary Public
In and for the State of Ohio
My Commission Expires March 1, 2003