

TRADEMARKS ONLY

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

1. Name of Party(ies) conveying an interest:
Beall's, Inc.

2. Name and Address of Party(ies) receiving an interest:
Name: Beall's Department Stores, Inc.

Address: 1806 38th Avenue East,
Bradenton, Florida 34208

06-05-2001



101739494



5-30-01

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Florida
- Other -

Entity:

- Individual(s)
- Association
- Corporation- Florida
- General Partnership
- Limited Partnership
- Other -

Citizenship

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 assignment)

Execution Date - January 11, 2000

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)
74/501,385

B. Trademark Registration No.(s)

1,970,794	2,182,259	2,345,924
1,980,399	2,195,245	
2,004,784	2,230,084	
2,006,676	2,245,233	

5. Please mail documents back to:

Paul W. Kruse
Pillsbury Winthrop LLP
1100 New York Avenue, N.W.
Washington, D.C. 20005-3918

6. Number of applications and registrations involved: 10

7. Amount of fee enclosed: \$ 265.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 41465 / 278520.
C# M#

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.

Signature

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)

3

Attorney: Paul W. Kruse
Date: May 30, 2001
Atty/Sec: PWK:teh

Tel: (202) 861-3613
Fax: (202) 822-0944

SCHEDULE A

Mark(s)

OUTLOOKS	Reg. No. 1,970,794
PATIO/CLUB & Design	Reg. No. 1,980,399
BOCA CLASSICS	Reg. No. 2,004,784
KIDLOOKS	Reg. No. 2,006,676
PARADISE BAY	Reg. No. 2,182,259
BAY STUDIO	Reg. No. 2,195,245
SUNBAY COTTONS	Reg. No. 2,230,084
FLORIDA MARKETPLACE	Reg. No. 2,245,233
TROPIX	Reg. No. 2,345,924
CORAL BAY & Design	Ser. No. 74/501,385

TRADEMARK

REEL: 2307 FRAME: 0965

AGREEMENT AND ASSIGNMENT BETWEEN PARENT AND SUBSIDIARY

THIS AGREEMENT AND ASSIGNMENT is effective as of the 11th day of January 2000, by and between Beall's, Inc., a Florida corporation (the "Parent") and Beall's Department Stores, Inc., a Florida corporation (the "Subsidiary"), and (collectively hereinafter referred to as the "Parties").

WITNESSETH:

WHEREAS, prior to August 2, 1991, Parent was the company that, among other things (and except for a small number of stores owned and operated by Beall's Westgate Corporation) owned and operated all of the retail department stores within the state of Florida known as "Beall's Department Stores"; and

WHEREAS, on August 2, 1991, as part of an overall restructuring of Parent, Subsidiary was created as a wholly owned Subsidiary of Parent; and

WHEREAS, the purpose and function of Subsidiary is and was to own and operate all of the stores within the Beall's Department Stores chain and to be the owner of all pre-existing and future trademarks, service marks, trade names, and all other intellectual property and proprietary information relative to the Beall's Department Stores chain, its merchandise and operations (the "Proprietary Interests"); and

WHEREAS, the Parties desire to memorialize the foregoing in this Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

- 1. Recitals. That the above recitals are true and correct and are hereby incorporated herein.
2. Assignment. Parent hereby assigns to Subsidiary the ownership of all pre-existing and future Proprietary Interests relating to the Beall's Department Stores chain.
3. 'Beall's' Name. The foregoing Assignment does not include the ownership of the name 'Beall's' and Parent retains any and all rights of ownership that it may have in and to said name. Parent hereby grants to Subsidiary the right to use the name 'Beall's' for so long as Subsidiary remains the owner and operator of the stores within the Beall's Department Stores chain.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the day and year set forth above.

PARENT:

BEALL'S, INC., a Florida corporation

By: Stephen M. Knopik

Its: President (SEAL)

Michael Maddaloni
Carol K. Lince

SUBSIDIARY:

BEALL'S DEPARTMENT STORES, INC., a Florida corporation

By: Conrad D. Szymanski

Its: President (SEAL)

Michael Maddaloni
Carol K. Lince