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

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Page 2

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Domestic Rep	oresentative Name and Ac	ldress	Enter for the first Receiving Party only.
Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Corresponde	nt Name and Address	Area Code and Te	lephone Number 404/881-7145
Name	Ginabeth B. Hutchison		
Address (line 1)	Alston & Bird LLP		
Address (line 2)	1201 W. Peachtree Street		
Address (line 3)	Atlanta, GA 30309-3423		
Address (line 4)			
Enter either the	demark Application Num	or the Registration Number (DO NOT ENT	Mark if additional numbers attached **ER BOTH numbers for the same property). **Registration Number(s)* 1,382,755 1,952,649 1,794,012 1,795,407 1,790,488 1,835,502
Number of P	roperties	Enter the total number of pro	operties involved. #29
Fee Amount Method of Pa		ov deposit account Deposit	Account Number: #16-0605
Authorizatio	on to charge additional fee	es: Yes X	No
Statement a	and Signature To the best o		information is true and correct and any attached copeposit account are authorized, as indicated herein.
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Ginabeth B. Hu	of Person Signing	Signature	ATL01/10920491v1/pag

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Conveying Pa	arty Conveying Party	Mark if a		f conveying parties attached
			Month	ecution Date Day Year
Name	Saks Incorporated		1	30 1999
Formerly				
Individual	General Partnership Limited Partnership	Corporat	tion	Association
Other				
X Citizenship S	state of Incorporation/Organization Tennessee			
Receiving Pa		Mark if a	additional names o	f receiving parties attached
Name	Carson Pirie Scott & Co.			
DBA/AKA/TA				
Composed of				
Address (line 1)	750 Lakeshore Parkway			
Address (line 2)				
Address (line 3)	Birmingham Alabama Stat	e/Country	35211	Zip Code
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Individual	General Partnership Limited Partnership)		An assignment and the Receiving party is not
X Corporation	Association			Domiciled in the United States An appointment of a domestic
Other				Representative should be Attached. (Designation must
X Citizenship S	State of Incorporation/Organization Illinois			Be a separate document from The Assignment.)
Trademark A	pplication Number(s) or Registration Number(s) Trademark Application Number or the Registration Number (De	O NOT ENTER BOT	additional numbers	same property).
	Number(s)	Regis	stration Number	r(s) 1,387,118
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	TO: The Commissioner of Patents and Trademarks:	: Please record the attached original document(s) or copy(ies).
-	Submission Type X New	Conveyance Type X Assignment License
	Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Corrective Document Reel # Frame #	Security Agreement Nunc Pro Tunc Assignment Merger Month Day Year 01 30 99 Change of Name
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	Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
	Name <u>Saks, Inc.</u>	01 30 99
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	Individual General Partnership	Limited Partnership X Corporation Association
	Other	
	X Citizenship/State of Incorporation/Organizat	tion Tennessee
	Receiving Party	Mark If additional names of receiving parties attached
	Name Carson Pirie Scott & Compa	any
	DBA/AKA/TA	
	Composed of	
	Address (line 1) 750 Lakeshore Parkway	
İ	Address (line 2)	
	Address (Iline 3) Birmingham City	Alabama 35211 State/Country Zip Code
	Individual General Partnership	Limited Partnership ff document to be recorded is an assignment and the receiving party is
	X Corporation Association	not domicited in the United States, an appointment of a domestic representative should be attached.
	Other	(Designation must be a separate document from Assignment.)
]	X Citizenship/State of Incorporation/Organization	ion Delaware
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Mall documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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Address (line 3)				
Address (line 4)				
Correspond	ent Name and Address	S Area Code and T	elephone Number 404-881	L-7000
Name [Claire M. Kimball			
Address (line 1)	Alston & Bird LLP			
Address (line 2)	One Atlantic Center			
Address (line 3)	1201 West Peachtree S	Street		
Address (line 4)	Atlanta, Georgia 3030	09-3424		
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		belief, the foregoing	g information is true and correc	t and any
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	a ted herein. e M. Kimball	Claire	Wimball	3/30/99
Name o	of Person Signing	S	ignature	Date Signed

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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

OMB 0651-0027	TRADE	MARKS ONLY	TRADEMARK
Conveyin Enter Addition	g Party al Conveying Party	Mark if additional names of cor	veying parties attached Execution Date Month Day Year
Name	Saks. Inc.		
Formerly			
Individ	ual General Partnership	Limited Partnership X Co	rporation Association
Other			
	ship State of Incorporation/Organization	Tennessee	
Receiving Enter Addition	Party al Receiving Party	Mark if additional names of receiving	parties attached
Nam	e Carson Pirie Scott & Compa	ny	
DBA/AKA/TA			
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Address (line	1)		
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Address (line	3) City	State/Country	Zip Code
Individ		Limited Partnership	If document to be recorded is an assignment and the receiving party is
X Corpor	ation Association		not domiciled in the United States, an appointment of a domestic representative should be attached
Other			(Designation must be a separate document from the Assignment.)
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	k Application Number(s) or Re the Trademark Application Number or the Re		Mark if additional numbers attached TH numbers for the same property).
Tr	ademark Application Number(s)	Regi	stration Number(s)
		1711880	1751675 1713853
		1715799	1736642 1720364
		1659860	1604749 1387118
		1418794	1312447 1346309
		1287435	1209733 1169228
		1932951	1932950

TRADEMARK ASSIGNMENT

SAKS INCORPORATED, with its principal place of business at 750 Lakeshore Parkway, Birmingham, AL 35211 (hereinafter called "ASSIGNOR"), has adopted and used and is the owner of the trademarks, listed in the schedule attached hereto as Schedule A and made a part hereof (hereinafter referred to as the "Marks"), in connection with ASSIGNOR'S goods and services, and the goodwill associated therewith; and CARSON PIRIE SCOTT & CO., with its principal place of business at 750 Lakeshore Parkway, Birmingham, AL 35211 (hereinafter called "ASSIGNEE"), desires to acquire all right, title and interest in and to the Marks.

NOW, THEREFORE, ASSIGNOR does hereby assign and transfer unto ASSIGNEE, its successors, assigns, and legal representatives, all right, title and interest in and to the Marks, including all registrations and applications for registration thereof, together with the goodwill of the business symbolized by the Marks, and including any and all claims for past infringement thereof, including all rights as opponents in any opposition or cancellation proceeding. The parties acknowledge such transfer constitutes a contribution to the capital of Assignee intended to qualify as a transfer to a corporation controlled by Assignor under Section 351 of the Internal Revenue Code. ASSIGNOR further agrees to execute all documents necessary to perfect such rights, title, and interest in ASSIGNEE, its successors, assigns, and legal representatives.

IN WITNESS HEREOF, the ASSIGNOR has caused this Trademark Assignment to be executed by a duly authorized corporate officer to be effective as of 5.m. (E.D.T.), January 30, 1999.

ATL01/10439927v1

ASSIGNEE hereby consents to and accepts this Trademark Assignment and has caused it to be executed by a duly authorized corporate officer to be effective as of the ⇒ p.m. (E.D.T.), January 30, 1999. CARSON PIRIE SCOTT & CO. STATE OF Alabama COUNTY OF JEfferson On this 27 day of <u>January</u>, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared Briant. Marka, known by me to be the person of the above name and an officer of CARSON PIRIE SCOTT & CO. duly authorized to execute this Trademark Assignment on behalf of CARSON PIRIE SCOTT & CO., who signed and executed the foregoing instrument on behalf of CARSON PIRIE SCOTT & CO.. Notary Public

My Commission Expires: 12/10/2001

SAKS INCORPORATED

By: M Ohn
Name: Brian J_ Warth
Title: [X1(, U,).
STATE OF <u>Valamo</u> § COUNTY OF Jefferson §
On this 27 day of <u>Invary</u> , 1999, before me, a Notary Public in and for the
State and County aforesaid, personally appeared Brian J. Morth, known by me
to be the person of the above name and an officer of SAKS INCORPORATED duly
authorized to execute this Trademark Assignment on behalf of SAKS INCORPORATED,
who signed and executed the foregoing instrument on behalf of SAKS

Notary Public

My Commission Expires:

INCORPORATED.

CENTRE SQUARE DEVELOPMENT Reg. 890,731 FLASH FLASH FITNESS and design Reg. 1,382,755 FLASH FLASH FITNESS Reg. 56,842 WYNBROOKE WOODLANDS and design Reg. 1,830,831 YOUNKERS SATISFACTION ALWAYS and design Reg. 1,794,012 YOUNKERS (stylized) Reg. 1,795,406 WYNBROOKE and design Reg. 1,790,488 YOUNKERS WHERE CHRISTMAS DREAMS COME TRUE (stylized) Reg. 1,790,488 YOUNKERS PRIVATE STOCK and design Reg. 1,835,502 RIVERCREST and design Ser. 74/338,252 RIVERCREST and design Ser. 74/338,114 PRANGE'S Reg. 1,711,880 PRANGE'S KIDS and design Reg. 1,711,880 BAY WATERS Reg. 1,713,853 BAY WATERS Reg. 1,715,799 BAY WATERS Reg. 1,720,364 BAY WATERS Reg. 1,720,364 BAY WATERS Reg. 1,604,749 UP COUNTRY Reg. 1,387,118 IT'S NOT YOURS TIL YOU LIKE IT Reg. 1,387,118 PRANGE'S Reg. 1,348,394 BAY WATERS Reg. 1,346,309	Trademark/Service Mark	Registration/Serial Number
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YOUNIQUE (stylized)	BAY WATERS	-
	YOUNIQUE (stylized)	Reg. 1,346,309

DCOR COUNTY SHOP and design	Reg. 1,287,435
YOUNIQUE	Reg. 1,209,733
YOU	Reg. 1,169,228 -
YOUNIQUE and design	Reg. 1,888
YOUNIQUE and design	Reg. 1,890
YOUNIQUE and design	Reg. 1,894
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YOUNIQUE and design	Reg. 1,898
YOUNIQUE and design	Reg. 1,899
YOUNIQUE and design	Reg. 1,889
YOUNIQUE and design	Reg. 1,891
YOUNIQUE and design	Reg. 1,893
YOUNIQUE and design	Reg. 1,895
YOU	Reg. 3,599
SHEAR VALUE	Reg. 8,545
METROPOLIS	Reg. 4,648
METRO DELI	Reg. 4,649
THE MARKET PLACE BRANDIES AND HOMEWORKS	Reg. 4,346
PRIDE AND JOY	Reg. 647,799
SUPER SALE	Reg. 684,872
FASHION PLATE	Reg. 6,843,794
YOUNKERS	Reg. 6,800,343
REGENCY SHOP	Reg. 6,771,300
BRANDEIS HOMEWORKS THE MARKET PLACE and design	
SHEAR VALUE	

SHEAR VALUE	Reg. 931,934
RAINBOW VACATIONS COMPANY	Reg. 725,390
RAINBOW TOUR COMPANY	Reg. 723,711
THE PLATTE RIVER SUPPLY COMPANY and design	Reg. 696,625
THE PLATTE RIVER SUPPLY COMPANY and design	Reg. 696,617
THE PLATTE RIVER SUPPLY COMPANY	Reg. 696,609
THE BEST OF EVERYTHING and design	Reg. 634,182
YOUNIQUE	Reg. 676,667
YOUNIQUE	Reg. 676,659
YOU	Reg. 676,640
HOMEWORKS	Reg. 632,791
YOUNIQUE	Reg. 50,082
YOUNIQUE	Reg. 50,081
YOU	Reg. 50,080
WYNBROOKE (stylized)	Reg. 1,789,480 V
PROFFITT'S	Reg. 1,952,649
PROFFITT'S	Reg. 1,932,951 ·
PROFFITT'S	Reg. 1,932,950
INTIMACIES and design	Reg. S12,986
INTIMACIES and design	Reg. 10,836
INTIMACIES and design	Reg. 5,562
THRIFT CREST	
INTIMACIES and design	Reg. 930,730
PROFFITT'S (stylized)	Reg. 921,204
PROFFITT'S and design	Reg. 13,721,079
SENIOR CLASS CLUB SC and design	Reg. 13,721,077

CHERRIES and design Reg. 11,461,092

PROFFITT'S

PROFFITT'S EXCELLENCE and design

SMOKY MOUNTAIN TRADING COMPANY

INTIMACIES and design Reg. 10,683

TRADEMARK
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