

05-21-2002

EET



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To the Honorable Commissioner of Patent and Trademark

attached original documents or copy thereof

1. Name of Conveying Party(ies):
5-21-02
Strawbridge & Clothier

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **of Pennsylvania**
 Other _____

2. Name and address of receiving party(ies):
 Name: **The May Department Stores Company**
 Street Address: **611 Olive Street**
 City: **St. Louis** State: **MO** Zip: **63101**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **of New York**
 Other _____

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

3. Nature of Conveyance:
See attached Exhibit A

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **July 18, 1996**

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) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) **N/A**
 Additional numbers attached? Yes No

B. Trademark registration No.(s) **1,323,899 and 1,991,425**
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Sarah J. Westover**
c/o The May Department Stores Company
 Street Address: **611 Olive Street**
 City: **St. Louis** State: **MO** ZIP: **63101**

6. Total number of applications and registrations involved. [**2**]

7. Total fee (37 CFR 3.41). **\$ 65**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (Attach duplicate copy of this page if paying by deposit account)

05/21/2002 00000215 1323899
 01 Ff:481 40.00 DP
 02 Ff:482 25.00 DP

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.
Richard A. Brickson, Secretary
The May Department Stores Company
 Name of Person Signing *[Signature]* **5/17/02** Date

Total number of pages comprising cover sheet [**3**]

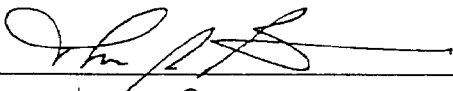
ASSIGNMENT OF TRADEMARKS

WHEREAS, Strawbridge & Clothier, a Pennsylvania corporation, with principal offices located at 801 Market Street, Philadelphia, Pennsylvania 19107 ("Assignor") has owned and used the trademarks and service marks, which marks are registered in the United States Patent and Trademark Office, as set forth in Exhibit A attached hereto and made a part hereof, and which marks have applications for registration pending in the United States Patent and Trademark Office, as set forth on Exhibit B attached hereto and made a part hereof (collectively, the "Marks"); and

WHEREAS, under the terms of the Asset Purchase Agreement, dated as of April 4, 1996, by and between Strawbridge & Clothier and The May Department Stores Company, a New York corporation, with principal offices located at 611 Olive Street, St. Louis, Missouri 63101. Strawbridge & Clothier has agreed to sell and The May Department Stores Company ("Assignee") has agreed to purchase the Marks.

NOW THEREFORE, in consideration of and in exchange for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, assign and set over unto Assignee all rights, title and interest in and to said Marks and all goodwill associated therewith, and the underlying registrations therefor, and the applications for registration pending in the United States Patent and Trademark Office.

STRAWBRIDGE & CLOTHIER,
a Pennsylvania corporation,

By: 
Its: Vice President

STATE OF New York)
)) ss.
COUNTY OF New York)

The foregoing Assignment was acknowledged before me this 13 day of July, 1996 by Thomas Kittenhorst of Strawbridge & Clothier, a Pennsylvania corporation, on behalf of Strawbridge & Clothier.


Notary Public

M. CHIARA MASCIANDARO
Notary Public, State of New York
No. 015445049189
Qualified in New York County
Commission Expires Sept. 11, 1997

Exhibit B

Mark	Registration No.	Class	Services	Registration Date
STRAWBRIDGE & CLOTHIER	1,323,899	42	Retail department store services	March 5, 1985
THINK STRAWBRIDGE & CLOTHIER FIRST	1,991,425	42	Retail department store services	August 6, 1996