

09-11-2002

Form PTO-1594

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(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE

U.S. Patent & Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>Gramex Corporation DBA Grandpa's</p> <p style="text-align: right; font-size: 2em;">18-22-02</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (Missouri) <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: _____ Value City of Michigan, Inc. 22</p> <p>Internal Address: _____</p> <p>Street Address: <u>36901 Warren Road</u></p> <p>City: <u>Westland</u> State: <u>Michigan</u> Zip: <u>48185</u></p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Michigan</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 14, 1999</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s)</p> <p style="text-align: center;">SEE ATTACHED LIST</p> <p style="text-align: right;">Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Sarah Otte Graber, Esq.</u> Internal Address: <u>Wood, Herron & Evans, L.L.P.</u> <u>2700 Carew Tower</u> Street Address: <u>441 Vine Street</u> City: <u>Cincinnati</u> State: <u>Ohio</u> Zip: <u>45202</u></p>	<p>6. Total number of applications and trademarks involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$65.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account if deficiencies occur</p> <p>8. Deposit Account number: <u>23-3000</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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02 FC:482 25.00 OP

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.

Sarah Otte Graber, Esq.

Name of Person Signing

Sarah O. Graber
Signature

August 20, 2002

Date

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

<u>Mark</u>	<u>Registration Number</u>	<u>U.S. Class</u>	<u>Goods for Which Registered</u>
1. "GRANDPA'S"	1,359,842	101	Retail Department Store Services
2. Design Only: GrandPa with Child Silhouette and Logo	1,368,323	101	Retail Department Store Services

ASSIGNMENT

This is an agreement by and between GRAMEX CORPORATION (“**AS SIGNOR**”), a corporation organized and existing under the laws of the State of Missouri, doing business as GrandPa’s, with an address of 11900 St. Charles Rock Road, Bridgeton, Missouri 63042, and VALUE CITY OF MICHIGAN, INC. (“**AS SIGNEE**”), a corporation organized and existing under the laws of the State of Michigan, with an address of 36901 Warren Road, Westland, Michigan 48185.

WHEREAS, **ASSIGNOR** has adopted and is using in the United States the service mark “**G RANDPA’S**”, which is the subject of U.S. Trademark Registration No. 1,359,842, and the service design mark **GrandPa** (with design), which is the subject of U.S. Trademark Registration No. 1,368,323 (hereinafter collectively referred to as the “**M arks**”), as set forth in Exhibit A attached hereto; and

WHEREAS, VALUE CITY DEPARTMENT STORES, INC. (“**VCDS**”), a corporation organized and existing under the laws of the State of Ohio, with an address of 3241 Westerville Road, Columbus, Ohio 43224, entered into a Stock Purchase Agreement (“**Agreement**”) with **ASSIGNOR** on November 8, 1999; and

WHEREAS, pursuant to the terms of the Agreement, **VCDS** acquired all assets from **ASSIGNOR** necessary to operate **ASSIGNOR’ S** stores, including the Marks and the registrations therefor as well as the goodwill associated therewith; and

WHEREAS, **VCDS** wishes all right, title and interest in and to the Marks and the registrations therefor and the goodwill associated therewith be owned by **ASSIGNEE**; and

WHEREAS, ASSIGNEE wishes to confirm the rights it has acquired from **ASSIGNOR** in and to the Marks, the registrations thereof, and any goodwill associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, **ASSIGNOR** does hereby assign and transfer to **ASSIGNEE** the entire right, title, and interest in and to the Marks and the registrations for the Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof, 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 the Marks and registrations, the same to be held and enjoyed by the **ASSIGNEE**, its successors and assigns.

FOR THE SAME CONSIDERATION, **ASSIGNOR** also hereby covenants and agrees to and with **ASSIGNEE**, its successors, legal representatives and assigns, that, as of November 14, 1999, **ASSIGNOR** is the sole and lawful owner of the entire right, title and interest in and to the applications and registrations and believes it is the sole and lawful owner of the entire right, title and interest to the Marks and goodwill associated therewith and that the same are unencumbered and that **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, **ASSIGNOR** hereby covenants and agrees to and with **ASSIGNEE**, its successors, legal representatives and assigns, that **ASSIGNOR** will, whenever counsel of **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 to

accomplish the objectives of this Assignment and the recording thereof at the U.S. Patent and Trademark Office.


This Assignment is effective November 14, 1999.

Signed at COLUMBUS, in the County of FRANKLIN State of OHIO,

this 5th day of DECEMBER, 2001.

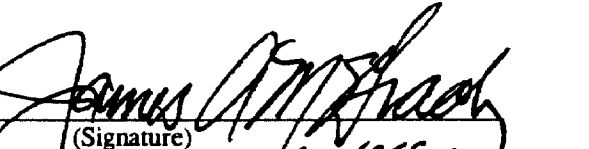
Gramex Corporation

Assignor

By: 
(Signature)
Name: JAMES A. MCGRADY
Title: CFO

Value City of Michigan, Inc.

Assignee

By: 
(Signature)
Name: JAMES A. MCGRADY
Title: CFO

Consented to by: Value City Department Stores, Inc.

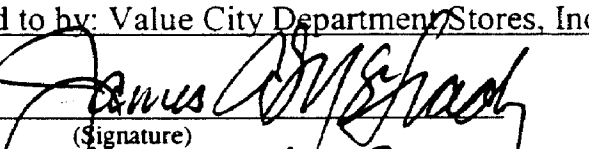
By: 
(Signature)
Name: JAMES A. MCGRADY
Title: CFO

EXHIBIT A

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