

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Strawbridge & Clothier

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of PA
- Other \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Correction: Change Reg.

#1,322,583 found at Reel/Frame  
Execution Date: 002683/0165 to Reg.  
#1,332,583

2. Name and address of receiving party(ies)

Name: The May Department Stores Company

Internal

Address: \_\_\_\_\_

Street Address: 611 Olive St., Suite 1750

City: St. Louis State: MO Zip: 63101

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State New York
- 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) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) N/A

B. Trademark Registration No.(s) See attached

Exhibit 2

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sarah J. Westover

Internal Address: \_\_\_\_\_

The May Department Stores Company

Street Address: 611 Olive St., Suite 1750

City: St. Louis State: MO Zip: 63101

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$290

- Enclosed **Faxed-charged to credit card**
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

**Richard A. Brickson, Secretary**  
**The May Department Stores Company**  
**(a NY corp)**

\_\_\_\_\_  
Name of Person Signing

Richard A. Brickson  
Signature

8/15/03  
Date

Total number of pages including cover sheet, attachments, and document: 11

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

**EXHIBIT 2**

**STRAWBRIDGE & CLOTHIER  
TRADEMARK AND SERVICE MARK  
FEDERAL REGISTRATIONS  
(Assignment filed with U.S. Patent & Trademark Office)**

Name/Reg. No.	Class	Goods/Services	Reg. Date
BIGG SATURDAY Reg. No. 1,297,139	42	Retail department store services	9/18/84
CLOVER DAY Reg. No. 1,297,140	42	Retail department store services	9/18/84
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design Reg. No. 1,308,401	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet goods, beverages and cookware	12/04/84
STRAWBRIDGE & CLOTHIER Reg. No. 1,322,210	20	Furniture	02/26/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,322,243	24	Pillow covers and mattress covers	02/26/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,322,443	30	Pretzels and candy	02/26/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,323,412	25	Wearing apparel for men, women and children, namely, dresses, blouses, shirts, swimwear, slacks, t-shirts, skirts, sweaters, pants, shorts, blazers, gloves, hosiery, coats, suits, gowns, robes, kimonos, bunting, neckties, sandals, boots, and shoes	03/05/85
STRAWBRIDGE & CLOTHIER Reg. No. 1,323,416	27	Carpets	03/05/85
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design Reg. No. 1,322,583	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet foods, beverages and cookware	04/23/85
APPLECROSS & PEALE Reg. No. 1,462,929	25	Women's sportswear, namely, jackets, sweaters, skirts, blouses, t-shirts, pants, shorts, dresses and jumpers	10/27/87
OVERLOOK Reg. No. 1,541,053	42	Restaurant services	05/23/89

\* Correct Reg. # is 1,332,583

03-05-2003

TEET

3-5-03



102380949

Send original documents or copy thereof

To the Honorable Commissioner of Pat

1. Name of Conveying Party(ies):

**Strawbridge & Clothier**

- Individual(s)
- General Partnership
- Corporation-State of PA
- Other
- Association
- Limited Partnership

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 18, 1996

**See attached Exhibit 1**

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 New York
- 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) & 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) See attached Exhibit 2

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sarah J. Westover

The May Department Stores Company  
Street Address: 611 Olive St., Suite 1750

City: St. Louis State: MO ZIP: 63101

6. Total number of applications and registrations involved. . . . . [ 11 ]

7. Total fee (37 CFR 3.41). . . . . \$ 290

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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*

Name of Person Signing  
**Richard A. Brickson, Secretary**  
The May Department Stores Company (a NY corp.)

Signature

3/4/03  
Date

Total number of pages comprising cover sheet [ 6 ]

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: [Signature]

Its: Vice President

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

The foregoing Assignment was acknowledged before me this 18 day of July, 1996 by Thomas Kittenhose of Strawbridge & Clothier, a Pennsylvania corporation, on behalf of Strawbridge & Clothier.

[Signature]  
Notary Public

M. CHIARA MASCIANDARO  
Notary Public, State of New York  
No. 01MAS049189  
Qualified in New York County  
Commission Expires Sept. 11, 1997

06/28/96

Exhibit A  
**STRAWBRIDGE & CLOTHIER**  
**TRADEMARK AND SERVICE MARK**  
 - FEDERAL REGISTRATION

<u>NAME</u> <u>REGISTRATION NO.</u>	<u>CLASS</u>	<u>REGISTERED USE</u>	<u>REGISTRATION DATE</u>
WICKHAM and Design 154,712	25	Men's and boys' outer clothing	04/18/22
ROYAL FAMILY HOSIERY 350,112	25	Hosiery	09/14/37
STRAWBRIDGE & CLOTHIER and Design 903,640	35	Retail department store services	12/01/70
ROYAL FAMILY 1,159,268	25	Hosiery	06/30/81
BIGG SATURDAY 1,297,139	42	Retail department store services	09/18/84
CLOVER DAY 1,297,140	42	Retail department store services	09/18/84
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design (Small Design) 1,308,401	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet goods, beverages and cookware	12/04/84
STRAWBRIDGE & CLOTHIER 1,322,210	20	Furniture	02/26/85
STRAWBRIDGE & CLOTHIER 1,322,243	24	Pillow covers and mattress covers	02/26/85
STRAWBRIDGE & CLOTHIER 1,322,443	30	Pretzels and candy	02/26/85
STRAWBRIDGE & CLOTHIER 1,323,412	25	Wearing apparel for men, women and children - namely, dresses, blouses, shirts, swimwear, slacks, T-shirts, skirts, sweaters, pants, shorts, blazers, gloves, hosiery, coats, suits, gowns, robes, kimonos, bunting, neckties, sandals, boots, and shoes	03/05/85
STRAWBRIDGE & CLOTHIER 1,323,416	27	Carpets	03/05/85
STRAWBRIDGE & CLOTHIER 1,323,899	42	Retail department store services	03/05/85
THE FOOD HALL STRAWBRIDGE & CLOTHIER and Design (Large Design) 1,322,583	42	Restaurant services specializing in gourmet foods and beverages and retail store services in the field of gourmet foods, beverages and cookware	04/23/85
APPLECROSS & PEALE 1,462,929	25	Women's sportswear, namely, jackets, sweaters, skirts, blouses, T-shirts, pants, shorts, dresses and jumpers	10/27/87

<u>NAME</u> <u>REGISTRATION NO.</u>	<u>CLASS</u>	<u>REGISTERED USE</u>	<u>REGISTRATION</u> <u>DATE</u>
OVERLOOK 1,541,053	42	Restaurant services	<del>05/23/89</del>
CAROLYNE SIMPSON 1,581,664	25	Women's clothing, namely sweaters, jackets and skirts	02/06/90
VP and Design 1,770,688	42	Retail department store services	05/11/93
S&C SHOE CLUB 1,816,248	42	Retail department store services featuring gift certificates for frequent shoe customers	01/11/94
S&C SHOE CLUB and Design 1,817,222	42	Retail department store services featuring gift certificates for frequent shoe customers	01/18/94
VP 1,828,645	42	Retail department store services	03/29/94
RENDEZVOUS 1,853,165	25	Shoes	09/06/94
LIBERTY ADAMS 1,876,693	25	Women's sportswear, namely, sweaters	01/31/95
OPEN HOUSE and Design 1,920,484	42	Retail department store services	09/19/95

Exhibit B  
PENDING APPLICATIONS FOR REGISTRATIONS

<u>MARK</u>	<u>CLASS NO.</u>	<u>APPL. SER. NO.</u>	<u>USE</u>	<u>FILING DATE</u>
COLLECTORS WALK	42	74/639,578	Retail store services involving the sale of furniture and related decorative accessories	02/28/95
THINK STRAWBRIDGE & CLOTHIER FIRST	42	74/728,084	Retail department store services	09/11/95
MODERN CONCEPTS	42	75/730,080	Retail department store services featuring women's clothing	09/18/95
FORWARD LOOK	42	75/005,394	Retail department store services featuring women's clothing	10/11/95