

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Target Brands, Inc.		07/28/2004	CORPORATION: MINNESOTA

RECEIVING PARTY DATA	
Name:	The May Department Stores Company
Street Address:	611 Olive Street
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63101
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 77

Property Type	Number	Word Mark
Registration Number:	2021093	111 STATE
Registration Number:	2581057	111 STATE
Registration Number:	2731605	28 SHOP
Registration Number:	1334858	700 EXPRESS
Registration Number:	1332640	700 UNDER THE MALL
Registration Number:	1467480	AMELIA'S
Registration Number:	1258174	AMERICE
Registration Number:	2829185	ANGELINI
Registration Number:	1411353	
Registration Number:	1550578	BOUNDARY WATERS
Registration Number:	1373293	BOUNDARY WATERS
Registration Number:	1315877	BOUNDARY WATERS
Registration Number:	2214626	BRIDGETOWN COLLECTION
Registration Number:	2700127	CHEGGS
Registration Number:	875811	

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Registration Number:	1292380	CLUBFELLOW
Registration Number:	1345291	DAISY SALE
Registration Number:	2435429	FIELD DAYS
Registration Number:	2342203	FIELD GEAR
Registration Number:	2695546	FIELD GEAR
Registration Number:	1512788	FIELD GEAR
Registration Number:	1285337	FIELDGEAR
Registration Number:	1446557	FIELD MANOR
Registration Number:	2695547	FIELD MANOR
Registration Number:	1284418	FIELD SPORT
Registration Number:	1304257	FIELD'S
Registration Number:	2224223	FIELD'S AFAR
Registration Number:	2807456	FIELDS.COM
Registration Number:	1779123	FRANGO
Registration Number:	1297227	FRANGO
Registration Number:	1064058	FRANGO
Registration Number:	1279145	FRANGO
Registration Number:	2768911	FRIENDZIES
Registration Number:	1323869	FYI
Registration Number:	1379753	GALLERY 12
Registration Number:	1411354	
Registration Number:	2754221	GLAMORAMA
Registration Number:	1561621	HINKY DINK KENNA'S
Registration Number:	2055543	INDEED!
Registration Number:	2337438	INDEED!
Registration Number:	1318247	INSITE
Registration Number:	1465930	JUBILEE
Registration Number:	1385648	MARKETPLACE
Registration Number:	1273987	MARSHALL FIELD'S
Registration Number:	1270920	MARSHALL FIELD'S
Registration Number:	1273664	MARSHALL FIELD'S
Registration Number:	1273988	MARSHALL FIELD'S
Registration Number:	1263282	
Registration Number:	1262595	
Registration Number:	2811386	MARSHALL FIELD'S DIRECT

Registration Number:	1474607	MARSHALL FIELD'S GOURMET
Registration Number:	1350905	MARSHALL FIELD'S GOURMET
Registration Number:	1360871	MARSHALL FIELD'S GOURMET
Registration Number:	2748787	MARSHALL FIELD'S MARKETPLACE CAFE'
Registration Number:	1329031	MR. SHIRLEY
Registration Number:	1280795	NEW TRADITIONS
Registration Number:	2850881	O-F
Registration Number:	2355364	OXFORD & FULHAM
Registration Number:	2624666	REGARDS
Registration Number:	2447923	REGARDS REWARD
Registration Number:	1407366	SANTABEAR
Registration Number:	1464199	SANTABEAR
Registration Number:	2139268	SELECT
Registration Number:	2088378	SELECT PERSONAL SHOPPING
Registration Number:	1386838	SILKEN TOUCH
Registration Number:	1262490	STITCHWORKS
Registration Number:	1368856	STORK CLUB
Registration Number:	1530919	SUMMIT HILL
Registration Number:	1379186	TINY FINERY
Registration Number:	1335615	TINY FINERY
Registration Number:	2858934	VIVID
Registration Number:	1498139	WOMEN'S WAY
Registration Number:	2288345	WOODWARD
Registration Number:	1476348	YOGURT EXPRESS
Serial Number:	76091859	PROJECT IMAGINE
Serial Number:	78335262	SANTABEAR
Serial Number:	78282877	THE VELVET COACH

CORRESPONDENCE DATA

Fax Number: (612)696-5100
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612-696-0109
Email: shayne.brown@target.com
Correspondent Name: Shayne Brown
Address Line 1: 1000 Nicollet Mall
Address Line 2: TPS-3165
Address Line 4: Minneapolis, MINNESOTA 55403

ATTORNEY DOCKET NUMBER:

2004-000174

NAME OF SUBMITTER:

Shayne Brown

Total Attachments: 4

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TRADEMARK ASSIGNMENT

Whereas, Target Brands, Inc., having an address of 1000 Nicollet Mall, Minneapolis, MN 55403 ("Target"), has adopted, used and is using the following marks (the "Marks"):

<u>Trademark / Service Mark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>
111 STATE	2,021,093	03 Dec 1996
	2,581,057	18 June 2002
28 SHOP	2,731,605	01 July /2003
700 EXPRESS	1,334,858	07 May 1985
700 UNDER THE MALL	1,332,640	23 April 1985
AMELIA'S	1,467,480	01 Dec 1987
AMERICE	1,258,174	22 Nov 1983
ANGELINI	2,829,185	06 April 2004
AUNT HOLLY DESIGN	1,411,353	30 Sept 1986
BOUNDARY WATERS	1,550,578	01 Aug 1989
	1,373,293	03 Dec 1985
	1,315,877	22 Jan 1985
BRIDGETOWN COLLECTION	2,214,626	29 Dec 1998
CHEGGS	2,700,127	25 March 2003
CHEVRON DESIGN	875,811	26 Aug 1969
CLUBFELLOW	1,292,380	28 Aug 1984
DAISY SALE	1,345,291	25 June 1985
FIELD DAYS	2,435,429	13 March 2001
FIELD GEAR	2,342,203	18 April 2000
	2,695,546	11 March 2003
	1,512,788	15 Nov 1988
	1,285,337	10 July 1984
FIELD MANOR	1,446,557	07 July 1987
	2,695,547	11 March 2003

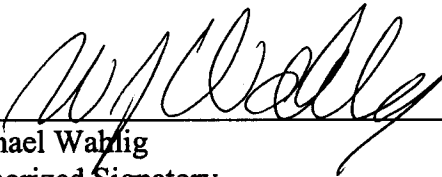
FIELD SPORT	1,284,418	03 July 1984
FIELD'S	1,304,257	06 Nov 1984
FIELD'S AFAR	2,224,223	16 Feb 1999
FIELDS.COM	2,807,456	20 Jan 2004
FRANGO	1,779,123	29 June 1993
	1,297,227	18 Sept 1984
	1,054,058	19 April 1977
	1,279,145	22 May 1984
FRIENDZIES	2,768,911	30 Sept 2003
FYI	1,323,869	05 March 1985
GALLERY 12	1,379,753	21 Jan 1986
GRANDPA MARSHALL FIELD'S DESIGN	1,411,354	30 Sept 1986
GLAMORAMA	2,754,221	19 Aug 2003
HINKY DINK KENNAS	1,561,621	17 Oct 1989
INDEED!	2,055,543	22 April 1997
	2,337,438	04 April 2000
INSITE	1,318,247	05 Feb 1985
JUBILEE	1,465,930	17 Nov 1987
MARKETPLACE	1,385,648	11 March 1986
MARSHALL FIELD'S	1,273,987	10 April 1984
	1,270,920	20 March 1984
	1,273,664	10 April 1984
	1,273,988	10 April 1984
MARSHALL FIELD'S CLOCK DESIGN	1,263,282	03 Jan 1984
	1,262,595	30 July 1982
MARSHALL FIELD'S DIRECT	2,811,386	03 Feb 2004

MARSHALL FIELD'S GOURMET	1,474,607	26 Jan 1988
	1,350,905	23 July 1985
	1,360,871	17 Sept 1985
MARSHALL FIELD'S MARKETPLACE CAFE	2,748,787	05 Aug 2003
MR. SHIRLEY	1,329,031	02 April 1985
NEW TRADITIONS	1,280,795	05 June 1984
O-F	2,850,881	08 June 2004
OXFORD & FULHAM	2,355,364	06 June 2000
PROJECT IMAGINE	76/091859	FILING DATE 19 July 2002
REGARDS	2,624,666	24 Sept 2002
REGARDS REWARD	2,447,923	01 May 2001
SANTABEAR	78/335,262	FILING DATE 2 Dec 2003
	1,407,366	02 Sept 1986
	1,464,199	10 Nov 1987
SELECT	2,139,268	24 Feb 1998
SELECT PERSONAL SHOPPING	2,088,378	12 Aug 1997
SILKEN TOUCH	1,386,838	18 March 1986
STITCHWORKS	1,262,490	27 Dec 1983
STORK CLUB	1,368,856	05 Nov 1985
SUMMIT HILL	1,530,919	21 March 1989
THE VELVET COACH	78/282,877	FILING DATE 4 Aug 2003
TINY FINERY	1,379,186	21 Jan 1986
	1,335,615	14 May 1985
VIVID	78/190,578	03 Dec 2002
WOMEN'S WAY	1,498,139	26 July 1988
WOOD WARD	2,288,345	26 Oct 1999

The Marks have been applied for and/or registered in the United States Patent and Trademark Office, as defined above by the Application and Registration Numbers.

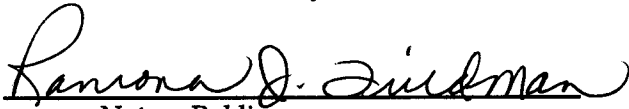
Whereas, The May Department Stores Company, a New York corporation, having an address of 611 Olive Street, St. Louis, Missouri 63101 ("May") is desirous of acquiring said Marks and the registrations or applications thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Target does hereby assign to May, effective as of 11:59 PM Minneapolis time on July 31, 2004, all right, title and interest in and to said Marks, together with all goodwill associated therewith and the above identified registrations and applications, and the right to enforce all rights associated with the Marks, including, but not limited to, the right to sue for and collect damages for past infringement.



Michael Wahlig
Authorized Signatory
Target Brands, Inc.

BE IT REMEMBERED that on this 28th day of July 2004, before me, a Notary Public, personally appeared Michael Wahlig, who I am satisfied is the person named in and who executed the foregoing instrument in my presence, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.



Notary Public

