

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
McRae's, Inc.		03/06/2006	CORPORATION: MISSISSIPPI

RECEIVING PARTY DATA	
Name:	Carson Pirie Scott II, Inc.
Street Address:	331 West Wisconsin Ave.
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53203
Entity Type:	CORPORATION: MISSISSIPPI

PROPERTY NUMBERS Total: 71

Property Type	Number	Word Mark
Registration Number:	2021357	COME TO THE RIGHT PLACE
Serial Number:	78976644	CHANTEUSE
Registration Number:	2934263	MISS ATTITUDE
Registration Number:	2934265	MISS ATTITUDE
Registration Number:	2968804	MISS ATTITUDE
Serial Number:	78473930	YOUR HOME YOUR STYLE
Serial Number:	78436953	TECH TREK
Serial Number:	78429895	THE GROOMING STATION
Serial Number:	78424023	TECHSTOP
Serial Number:	78337764	THE 5 DAY WARDROBE...ENDLESS POSSIBILITIES
Serial Number:	78334357	FIONA AND FIFI
Serial Number:	78333870	CHANTEUSE
Registration Number:	2958408	PAINT THE TOWN
Registration Number:	3046737	MISS ATTITUDE

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Registration Number:	2934000	MISS ATTITUDE
Registration Number:	3002529	MISS ATTITUDE
Serial Number:	78191035	MISS ATTITUDE
Serial Number:	78191028	MISS ATTITUDE
Registration Number:	2933999	MISS ATTITUDE
Registration Number:	2765740	(RELATIVITY) DESIGN LAB
Registration Number:	2772645	FLURRYVILLE COLLECTION
Registration Number:	2852867	CONSENSUS GOLF
Serial Number:	76538232	ANYTHING BUT BASIC
Registration Number:	2618867	DO SOME SOLE SEARCHING
Registration Number:	2646804	CELEBRATION WEDDING AND GIFT REGISTRY
Registration Number:	2652449	CANDLE SCATTERS
Registration Number:	2532568	RBM COLLECTION
Registration Number:	2493154	LIVING QUARTERS
Registration Number:	2548244	CXS21
Registration Number:	2559930	BABY URIT
Registration Number:	2589337	PURSUIITS, LTD.
Registration Number:	2363348	CONSENSUS
Registration Number:	2384258	RELATIVITY
Registration Number:	2412363	CHARGE AGAINST BREAST CANCER
Registration Number:	2450127	URIT
Registration Number:	2407600	STUDIO WORKS
Registration Number:	2499284	STUDIO WORKS & CO.
Registration Number:	2278879	HERBERGER'S
Registration Number:	2278878	HERBERGER'S
Registration Number:	2322844	RBM COLLECTION
Registration Number:	2385966	LIVING QUARTERS
Registration Number:	2635572	(RELATIVITY)
Registration Number:	1869666	CEZANI
Registration Number:	1795407	YOUNKERS
Registration Number:	1143734	CARSON PIRIE SCOTT
Registration Number:	1387118	IT'S NOT YOURS 'TIL YOU LIKE IT
Registration Number:	1418794	PRANGE'S
Registration Number:	1370269	KENNETH ROBERTS
Registration Number:	1395289	CARSONS

Registration Number:	2813306	RELATIVITY
Registration Number:	2224162	PARISIAN
Registration Number:	2330137	PARISIAN
Registration Number:	1688206	PARISIAN
Registration Number:	1702245	PARISIAN
Registration Number:	1687911	PARISIAN SIGNATURE
Registration Number:	1821879	YOU'RE SOMEBODY SPECIAL
Registration Number:	1702244	YOU'RE SOMEBODY SPECIAL PARISIAN
Serial Number:	78292100	PERFECT PIMA
Serial Number:	78286837	ROOMERS
Registration Number:	1860427	PARISIAN NEW DIRECTIONS
Registration Number:	2571942	CLUB LIBBY LU
Registration Number:	2920868	CLUB LIBBY LU
Registration Number:	2646577	CLUB LIBBY LU
Serial Number:	76467824	SHE SHE LA LÀ
Registration Number:	2717794	VIP (VERY IMPORTANT PRINCESS!)
Registration Number:	2217957	NATIONAL BANK OF THE GREAT LAKES
Registration Number:	1935197	MCRAE'S
Registration Number:	2921455	PROFFITT'S FOCUSED ON YOU
Registration Number:	1952649	PROFFITT'S
Registration Number:	1932951	PROFFITT'S
Registration Number:	1932950	PROFFITT'S

**CORRESPONDENCE DATA**

Fax Number: (214)981-3400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 214-981-3483  
Email: dclark@sidley.com  
Correspondent Name: Dusan Clark, Esq.  
Address Line 1: Sidley Austin LLP  
Address Line 2: 717 N. Harwood St., Suite 3400  
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	14732-10080
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/

Date:

04/21/2006

**Total Attachments: 6**

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333  
Articles of Amendment



The undersigned persons, pursuant to Section 79-4-10.06 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. Type of Corporation

⇒  Profit  Nonprofit

2. Name of Corporation

⇒ McRae's, Inc.

3. The future effective date is (Complete if applicable)

4. Set forth the text of each amendment adopted.

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)

6. The amendment(s) was (were) adopted on

⇒ 03/6/2006  Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

⇒ Adopted by  the incorporators  directors without shareholder action and shareholder action was not required.

FOR NONPROFIT CORPORATION (Check the appropriate box)

⇒ Adopted by  the incorporators  board of directors without member action and member action was not required.

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation	No of outstanding shares	No of votes entitled to be cast	No of votes indisputably represented
⇒ 30,000,000 shares	-153,818-	-153,818-	-0-

766723 003-78



U				
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(b) EITHER

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST
U Common	-153,818-	-0-
U		

OR

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan
U	
U	

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FOR NONPROFIT CORPORATION

8. If the amendment was approved by the members

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented
U			
U			

766828 APR-78

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333  
Articles of Amendment



(b) EITHER

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment
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<input type="text"/>	<input type="text"/>

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature

*J. H. Baireuther*

(Please keep writing within blocks)

Printed Name

James H. Baireuther

Title

Senior Vice President and Chief Administrative Officer

760000 000-79

ATTACHMENT

4. Set forth the text of each amendment adopted.

The name of the corporation is: Carson Pirie Scott II, Inc.

766999 008-79



Trademark Schedule

<u>Trademark Name</u>	<u>Registration/ Serial No.</u>	<u>Registration Date/ Filing Date</u>
COME TO THE RIGHT PLACE	2021357	12/3/96
CHANTEUSE	78-976644	11/26/03
MISS ATTITUDE	2934263	3/15/05
MISS ATTITUDE	2934265	3/15/05
MISS ATTITUDE	2968804	7/15/05
YOUR HOME YOUR STYLE (block letters)	78-473930	8/26/04
TECH TREK (block letters)	78-436953	6/17/04
THE GROOMING STATION (block letters)	78-429895	6/4/04
TECHSTOP (block letters)	78-424023	5/24/04
THE 5 DAY WARDROBE...ENDLESS POSSIBILITIES (block letters)	78-337764	12/8/03
FIONA AND FIFI (block letters)	78-334357	12/1/03
CHANTEUSE (block letters)	78-333870	11/26/03
PAINT THE TOWN	2958408	5/31/05
MISS ATTITUDE	3046737	1/17/06
MISS ATTITUDE	2934000	3/15/05
MISS ATTITUDE	3002529	9/27/05
MISS ATTITUDE	78-191035	12/4/02
MISS ATTITUDE	78-191028	12/4/02
MISS ATTITUDE	2933999	3/15/05
(RELATIVITY) DESIGN LAB	2765740	9/16/03
FLURRYVILLE COLLECTION	2772645	10/7/03
CONSENSUS GOLF (and design)	2852867	6/15/04
ANYTHING BUT BASIC	76-538232	8/18/03
DO SOME SOLE SEARCHING	2618867	9/10/02
CELEBRATION WEDDING AND GIFT REGISTRY	2646804	11/5/02
CANDLE SCATTERS	2652449	11/19/02
RBM COLLECTION	2532568	1/22/02
LIVING QUARTERS	2493154	9/25/01
CXS21	2548244	3/12/02
BABY URIT	2559930	4/9/02
PURSUIITS, LTD.	2589337	7/2/02
CONSENSUS	2363348	6/27/00
RELATIVITY	2384258	9/5/00
CHARGE AGAINST BREAST CANCER	2412363	12/12/00
URIT	2450127	5/8/01
STUDIO WORKS	2407600	11/28/00
STUDIO WORKS & CO.	2499284	10/23/01

<u>Trademark Name</u>	<u>Registration/ Serial No.</u>	<u>Registration Date/ Filing Date</u>
HERBERGER'S	2278879	9/21/99
HERBERGER'S	2278878	9/21/99
RBM COLLECTION	2322844	2/29/00
LIVING QUARTERS (RELATIVITY)	2385966	9/12/00
CEZANI	2635572	10/15/02
CEZANI	1869666	12/27/94
YOUNKERS (stylized)	1795407	9/28/93
CARSON PIRIE SCOTT	1143734	12/16/80
IT'S NOT YOURS 'TIL YOU LIKE IT	1387118	3/18/86
PRANGE'S	1418794	11/25/86
KENNETH ROBERTS	1370269	11/12/85
CARSONS	1395289	5/27/86
RELATIVITY	2813306	2/10/04
PARISIAN	2224162	2/16/99
PARISIAN	2330137	3/14/00
PARISIAN	1688206	5/19/92
PARISIAN (STYLIZED) & DESIGN	1702245	7/21/92
PARISIAN SIGNATURE	1687911	5/19/92
YOU'RE SOMEBODY SPECIAL	1821879	2/15/94
YOU'RE SOMEBODY SPECIAL PARISIAN & DESIGN	1702244	7/21/92
PERFECT PIMA	78/292100	8/26/03
ROOMERS	78/286837	8/13/03
PARISIAN NEW DIRECTIONS	1860427	10/25/94
CLUB LIBBY LU	2571942	5/21/02
CLUB LIBBY LU	2920868	1/25/05
CLUB LIBBY LU & DESIGN	2646577	11/5/02
SHE SHE LA LA	76/467824	11/18/02
VIP (VERY IMPORTANT PRINCESS!)	2717794	5/20/03
NATIONAL BANK OF THE GREAT LAKES	2217957	1/12/99
MCRAE'S	1935197	11/14/95
PROFFITT'S FOCUSED ON YOU	2921455	1/25/05
PROFFITT'S	1952649	1/30/96
PROFFITT'S	1932951	11/7/95
PROFFITT'S	1932950	11/7/95