

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Kmart of Michigan, Inc.		10/13/2008	CORPORATION: MICHIGAN

**RECEIVING PARTY DATA**

<b>Name:</b>	Sears Brands, LLC
<b>Street Address:</b>	3333 Beverly Road
<b>City:</b>	Hoffman Estates
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60179
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ILLINOIS

**PROPERTY NUMBERS Total: 97**

Property Type	Number	Word Mark
Registration Number:	3232805	A
Registration Number:	1533304	ALPINE WAY
Registration Number:	2091873	AMERICAN FARE
Registration Number:	1775475	AMERIKIND PHARMACY NETWORK
Registration Number:	1527058	ASHLEY TAYLOR
Registration Number:	2355382	ATHLETECH
Registration Number:	3236497	ATHLETECH
Registration Number:	3069838	ATTENTION
Registration Number:	3350644	BASIC EDITIONS
Registration Number:	3232768	BBQ PRO
Registration Number:	1272434	BENCH TOP
Registration Number:	1812622	BENCH TOP
Registration Number:	2288771	BIG K MART
Registration Number:	1179644	BLUE LIGHT SPECIAL

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Registration Number:	1564704	CONNECTORS
Registration Number:	1500933	DAY 'N NIGHT
Registration Number:	2195455	DEFINING SHAPES
Registration Number:	2408351	EXPRESSIONS
Registration Number:	2772219	FAMOUS EDDIE'S
Registration Number:	2778313	FAMOUS EDDIE'S LEGENDARY FOOD
Registration Number:	1341855	FASHION FRESH
Registration Number:	3146632	FLAIR
Registration Number:	1202458	FOCAL
Registration Number:	1740514	FOCAL ONE TIME
Registration Number:	1115105	FRESH LOOK
Registration Number:	3160359	GREENWICH GARDEN & POOL SUPPLY CO.
Registration Number:	1550220	HEMINGWAY POINT
Registration Number:	2623010	IMAGE ESSENTIALS
Registration Number:	1510355	K MART
Registration Number:	1546637	K MART
Registration Number:	1538077	K MART
Registration Number:	1532121	K MART
Registration Number:	0743912	K MART
Registration Number:	0879466	K MART
Registration Number:	0861317	K MART
Registration Number:	0859960	K MART
Registration Number:	0856164	K MART
Registration Number:	0845181	K MART
Registration Number:	0876343	K MART
Registration Number:	0879142	K MART
Registration Number:	0875625	K MART
Registration Number:	0867864	K MART
Registration Number:	0867335	K MART
Registration Number:	1515930	K MART GOOD NEWS COMMITTEE
Registration Number:	0854876	K MART PLAZA
Registration Number:	1695014	K MART
Registration Number:	3458646	K NEW DAY YOUR WAY
Registration Number:	3096093	K-CONCIERGE
Registration Number:	3093223	KMART

Registration Number:	3141789	KMART
Registration Number:	3297947	KMART
Registration Number:	1710545	K MART
Registration Number:	1710546	K MART
Registration Number:	3048959	KMART
Registration Number:	1516436	KNIGHTS BRIDGE
Registration Number:	1686525	KNIGHTSBRIDGE
Registration Number:	1508211	KNIGHTSBRIDGE
Registration Number:	1509895	K-RID AWAY!
Registration Number:	1653420	LITTLE ONES
Registration Number:	2414190	LITTLE ONES
Registration Number:	2010462	MOTORVATOR
Registration Number:	3239894	NEW ADDITIONS
Registration Number:	3242539	NEW ADDITIONS MATERNITY
Registration Number:	3128941	NEW DAY, YOUR WAY
Registration Number:	2350363	NORTHWEST TERRITORY
Registration Number:	1770115	NORTHWEST TERRITORY
Registration Number:	1955434	OFFICE SELECT
Registration Number:	1114324	PERFORMER
Registration Number:	2975328	RIGHT HERE. RIGHT NOW.
Registration Number:	2760739	SHEER INTRIGUE
Registration Number:	1533302	SKI SLOPE
Registration Number:	1559974	SLEEPY DREAMS
Registration Number:	3125410	SMALL WONDERS
Registration Number:	1533307	STAR FISH
Registration Number:	1522683	STEEPLECHASE
Registration Number:	1688984	STERLING CREATIONS
Registration Number:	2270689	SUPER KMART
Registration Number:	2021449	SUPER KMART
Registration Number:	3216600	
Registration Number:	1535433	TOT TRENDS
Registration Number:	3429201	TOTALLY GHOUL
Registration Number:	3094733	TOYMANIA!
Registration Number:	3432139	VITA-ADVENTURE
Registration Number:	3432140	VITA-REGENERATE

Registration Number:	3432138	VITA-RUMBLE
Registration Number:	1757532	VITA-SMART
Registration Number:	1757870	WEATHERRIGHT
Registration Number:	3361170	WONDERKIDS
Serial Number:	77216131	BIG K
Serial Number:	77047108	BLUELIGHT
Serial Number:	78793254	CHAMPION BREED
Serial Number:	77009289	K
Serial Number:	78456446	K
Serial Number:	78509965	NATION
Serial Number:	78777276	NEVER OUT
Serial Number:	77073182	SUPREME FLEECE
Serial Number:	78509764	ZIMZALA

**CORRESPONDENCE DATA**

Fax Number: (312)827-8185  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-955-6847  
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Correspondent Name: Kimberly N. Reddick  
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ATTORNEY DOCKET NUMBER:	118813-1
NAME OF SUBMITTER:	Kimberly N. Reddick
Signature:	/knr/
Date:	11/05/2008

Total Attachments: 4  
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**CONFIRMATORY TRADEMARK ASSIGNMENT**

This Assignment, effective as of January 29, 2007, is made and entered into by and between Kmart of Michigan, Inc., a Michigan Corporation ("Assignor"), and Sears Brands, LLC, an Illinois Limited Liability Company ("Assignee").

*WHEREAS*, Assignor and Assignee entered into an Intellectual Property Purchase and Sale Agreement in which Assignor transferred certain assets to Assignee, including the trademarks and trademark registrations and pending applications set forth in Schedule A (hereinafter, "the Marks");

*WHEREAS*, pursuant to the Sale, Assignor transferred to Assignee the Marks and the ongoing and existing portion of the business to which the Marks pertain.

*NOW, THEREFORE*, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby confirms the assignment to Assignee, of all right, title and interest in and to the Marks, including all common law rights, registrations and applications therefore, together with the goodwill of the business associated with the Marks.

**KMART OF MICHIGAN, INC.**

By: MARY Tortorice

Name: Mary Tortorice

Title: Secretary

Date: 10/13/08

**SCHEDULE A**

<b>MARK</b>	<b>REGISTRATION NO.</b>	<b>REGISTRATION DATE</b>
A Stylized & Design	3,232,805	4/24/2007
ALPINE WAY	1,533,304	4/4/1989
AMERICAN FARE	2,091,873	8/26/1997
AMERIKIND PHARMACY NETWORK	1,775,475	6/8/1993
ASHLEY TAYLOR	1,527,058	2/28/1989
ATHLETECH	2,355,382	6/6/2000
ATHLETECH	3,236,497	5/1/2007
ATTENTION	3,069,838	3/21/2006
BASIC EDITIONS	3,350,644	12/11/2007
BBQ PRO	3,232,768	4/24/2007
BENCH TOP	1,272,434	4/3/1984
BENCH TOP	1,812,622	12/21/1993
BIG KMART & Design	2,288,771	10/26/1999
BLUE LIGHT SPECIAL	1,179,644	11/24/1981
CONNECTORS	1,564,704	11/7/1989
DAY 'N NIGHT	1,500,933	8/23/1988
DEFINING SHAPES	2,195,455	10/13/1998
EXPRESSIONS	2,408,351	11/28/2000
FAMOUS EDDIE'S	2,772,219	10/7/2003
FAMOUS EDDIE'S LEGENDARY FOOD & Design	2,778,313	10/28/2003
FASHION FRESH	1,341,855	6/18/1985
FLAIR	3,146,632	9/19/2006
FOCAL	1,202,458	7/27/1982
FOCAL ONE TIME	1,740,514	12/15/1992
FRESH LOOK	1,115,105	3/20/1979
GREENWICH GARDEN & POOL SUPPLY CO.	3,160,359	10/17/2006
HEMINGWAY POINT	1,550,220	8/1/1989
IMAGE ESSENTIALS	2,623,010	9/24/2002
K MART	1,510,355	10/25/1988
K MART	1,546,637	7/4/1989
K MART	1,538,077	5/9/1989
K MART	1,532,121	3/28/1989
K MART	743,912	1/15/1963
KMART & Design (3D Box)	879,466	10/28/1969
KMART & Design (3D Box)	861,317	12/3/1968
KMART & Design (3D Box)	859,960	11/12/1968
KMART & Design (3D Box)	856,164	9/3/1968
KMART & Design (3D Box)	845,181	2/27/1968
KMART & Design (3D Box)	876,343	9/9/1969
KMART & Design (3D Box)	879,142	10/21/1969

MARK	REGISTRATION NO.	REGISTRATION DATE
KMART & Design (3D Box)	875,625	8/26/1969
KMART & Design (3D Box)	867,864	4/8/1969
KMART & Design (3D Box)	867,335	4/1/1969
K MART GOOD NEWS COMMITTEE	1,515,930	12/6/1988
K MART PLAZA (Stylized)	854,876	8/13/1968
K MART Stylized Design	1,695,014	6/16/1992
K NEW DAY YOUR WAY & Design	3,458,646	7/1/2008
K-CONCIERGE	3,096,093	5/23/2006
KMART	3,093,223	5/16/2006
KMART	3,141,789	9/12/2006
KMART	3,297,947	9/25/2007
KMART Logo	1,710,545	8/25/1992
KMART Logo (White)	1,710,546	8/25/1992
K & kmart Logo	3,048,959	1/24/2006
KNIGHTS BRIDGE	1,516,436	12/13/1988
KNIGHTSBRIDGE	1,686,525	5/12/1992
KNIGHTSBRIDGE	1,508,211	10/11/1988
K-RID AWAY!	1,509,895	10/25/1988
LITTLE ONES	1,653,420	8/13/1991
LITTLE ONES	2,414,190	12/19/2000
MOTORVATOR	2,010,462	10/22/1996
NEW ADDITIONS	3,239,894	5/8/2007
NEW ADDITIONS MATERNITY	3,242,539	5/15/2007
NEW DAY, YOUR WAY	3,128,941	8/15/2006
NORTHWEST TERRITORY	2,350,363	5/16/2000
NORTHWEST TERRITORY	1,770,115	5/11/1993
OFFICE SELECT	1,955,434	2/6/1996
PERFORMER	1,114,324	3/6/1979
RIGHT HERE. RIGHT NOW.	2,975,328	7/26/2005
SHEER INTRIGUE	2,760,739	9/9/2003
SKI SLOPE	1,533,302	4/4/1989
SLEEPY DREAMS	1,559,974	10/10/1989
SMALL WONDERS	3,125,410	8/8/2006
STAR FISH	1,533,307	4/4/1989
STEEPLECHASE	1,522,683	1/31/1989
STERLING CREATIONS	1,688,984	5/26/1992
SUPER KMART & Design	2,270,689	8/17/1999
SUPER KMART & Design	2,021,449	12/3/1996
T POCKET STITCH Design	3,216,600	3/6/2007
TOT TRENDS	1,535,433	4/18/1989
TOTALLY GHOUL	3,429,201	5/20/2008
TOYMANIA!	3,094,733	5/23/2006
VITA-ADVENTURE	3,432,139	5/20/2008
VITA-REGENERATE	3,432,140	5/20/2008

MARK	REGISTRATION NO.	REGISTRATION DATE
VITA-RUMBLE	3,432,138	5/20/2008
VITA-SMART	1,757,532	3/9/1993
WEATHERIGHT	1,757,870	3/16/1993
WONDERKIDS	3,361,170	1/1/2008

MARK	APPLICATION NO.	APPLICATION DATE
BIG K	77/216,131	6/26/2007
BLUELIGHT	77/047,108	11/17/2006
CHAMPION BREED	78/793,254	1/17/2006
K & Design	77/009,289	9/28/2006
K Stylized	78/456,446	7/26/2004
NATION	78/509,965	11/2/2004
NEVER OUT	78/777,276	12/20/2005
SUPREME FLEECE	77/073,182	12/29/2006
ZIMZALA	78/509,764	11/2/2004