

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM523943

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SPECIALTY RETAIL SHOPS HOLDING CORP.		05/16/2019	Corporation: DELAWARE
SHOPKO OPTICAL MANUFACTURING LLC		05/16/2019	Limited Liability Company: WISCONSIN
SHOPKO STORES OPERATING CO., LLC		05/16/2019	Limited Liability Company: DELAWARE
PAMIDA STORES OPERATING CO., LLC		05/16/2019	Limited Liability Company: DELAWARE
PAMIDA TRANSPORTATION, LLC		05/16/2019	Limited Liability Company: NEBRASKA
PENN-DANIELS, LLC		05/16/2019	Limited Liability Company: DELAWARE
PLACE'S ASSOCIATES EXPANSION, LLC		05/16/2019	Corporation: MISSOURI Limited Liability Company
RETAINED R/E SPE, LLC		05/16/2019	Limited Liability Company: DELAWARE
SHOPKO FINANCE, LLC		05/16/2019	Limited Liability Company: DELAWARE
SHOPKO GIFT CARD CO., LLC		05/16/2019	Limited Liability Company: MINNESOTA
SHOPKO HOLDING COMPANY, LLC		05/16/2019	Limited Liability Company: WISCONSIN
SHOPKO INSTITUTIONAL CARE SERVICES CO., LLC		05/16/2019	Limited Liability Company: WISCONSIN
SHOPKO PROPERTIES, LLC		05/16/2019	Limited Liability Company: MINNESOTA
SVS TRUCKING, LLC		05/16/2019	Limited Liability Company: MINNESOTA
RECEIVING PARTY DATA			
Name:	SHOPTIKAL LLC		
Street Address:	700 Pilgrim Way		
City:	Green Bay		
State/Country:	WISCONSIN		
Postal Code:	54304		
Entity Type:	Limited Liability Company: DELAWARE		

CH \$2440.00 1124616

PROPERTY NUMBERS Total: 97

Property Type	Number	Word Mark
Registration Number:	1124616	PAMIDA
Registration Number:	5571806	7TH SENSE
Serial Number:	87386469	A&I
Registration Number:	5597650	A&I
Registration Number:	5634675	A&I
Registration Number:	5582431	A&I
Registration Number:	5633553	A&I
Registration Number:	4768588	ASHER & IVY
Registration Number:	5509393	BAILEY'S PT.
Registration Number:	3921778	BAILEY'S PT.
Serial Number:	87348590	CELEBRATE THE SEASON
Registration Number:	5547595	CELEBRATE THE SEASON
Registration Number:	5069882	CELEBRATE THE SEASON
Serial Number:	87348770	CLUB GRAND
Registration Number:	5460860	CLUB GRAND
Registration Number:	5608753	CLUB GRAND
Registration Number:	3008257	EERIE ALLEY
Registration Number:	5607747	ENERGY ZONE
Registration Number:	2159748	ENERGY ZONE
Registration Number:	5499650	ENERGY ZONE
Registration Number:	5649914	ENVISION STUDIO
Registration Number:	3838981	ENVISION STUDIO
Registration Number:	5547607	ENVISION STUDIO
Registration Number:	3650891	EZ ENERGY ZONE
Registration Number:	5318819	EZ ENERGY ZONE
Registration Number:	4057731	GOURMETLIVING
Registration Number:	4238110	GOURMETLIVING
Serial Number:	88041415	GREEN SODA
Registration Number:	3109799	GREEN SODA
Registration Number:	4765853	HOMETOWN PANTRY
Registration Number:	4704111	HOMETOWN VALUE
Registration Number:	4412346	HOMETOWN VALUE
Registration Number:	4569383	HOMETOWN VALUE
Registration Number:	2012231	HOMETOWN VALUE
Serial Number:	87825664	HOMETOWN VALUE
Registration Number:	5588210	HOMETOWN VALUE
Registration Number:	5366058	HOMETOWN VALUE

Property Type	Number	Word Mark
Serial Number:	87348679	HOMETOWN VALUE
Registration Number:	5675846	HOMETOWN VALUE
Registration Number:	5526448	HOMETOWN VALUE
Registration Number:	5591068	HOTEL BY CLUB GRAND
Registration Number:	5460859	HOTEL BY CLUB GRAND
Serial Number:	88209058	NORTHCREST
Registration Number:	5515649	NORTHCREST
Registration Number:	5644151	NORTHCREST
Registration Number:	2274947	NORTHCREST
Registration Number:	2339297	NORTHCREST
Registration Number:	1820673	NORTHCREST
Registration Number:	5526424	NORTHCREST
Registration Number:	5644150	NORTHCREST
Registration Number:	3043724	NORTHCREST HOME
Registration Number:	5120463	OUR CUSTOMERS COUNT
Registration Number:	3644550	PEANUT & OLLIE
Registration Number:	5439892	PEANUT & OLLIE
Registration Number:	3832839	PEANUT & OLLIE
Registration Number:	3644548	PEANUT & LLIE
Registration Number:	5023991	REWARDS COUNT
Registration Number:	4088872	RX CARE SHOPKO
Registration Number:	3650890	SHOPKO
Registration Number:	1408068	SHOPKO
Registration Number:	5245182	SHOPKO
Registration Number:	3547779	SHOPKO
Registration Number:	5504975	SHOPKO
Registration Number:	1847974	SHOPKO
Registration Number:	3502417	SHOPKO
Registration Number:	5419383	SHOPKO BUCKS
Registration Number:	5023992	SHOPKO CASH
Registration Number:	4809729	SHOPKO CASH GRAB
Registration Number:	2972029	SHOPKO EXPRESS RX
Registration Number:	3988889	SHOPKO HOMETOWN
Serial Number:	87418247	SHOPKO MARKET
Registration Number:	5325735	SHOPKO PANTRY
Serial Number:	88000210	SHOPKO REWARDS
Registration Number:	5142506	SHOPKO THE STUFF THAT COUNTS EST. 1962
Registration Number:	5105881	SHOPKO THE STUFF THAT COUNTS EST. 1962

Property Type	Number	Word Mark
Registration Number:	3784156	SOFT SENSATIONS
Registration Number:	2016241	SOFT SENSATIONS
Registration Number:	3004765	STUDIO A
Registration Number:	5370898	STUDIO BY ENERGY ZONE
Serial Number:	87348539	STUDIO BY ENERGY ZONE
Serial Number:	87693201	STUDIO BY ENERGY ZONE
Registration Number:	5004744	THE STUFF THAT COUNTS
Registration Number:	2088944	THE TRIMMERRY
Registration Number:	2145515	THE TRIMMERRY
Registration Number:	4314751	TOSS & TURN
Registration Number:	4787531	TREND.SPIRE
Registration Number:	5537405	TRIMMERRY
Registration Number:	5662079	TRIMMERRY
Registration Number:	3967671	TRIMMERRY
Registration Number:	5623334	URBANOLOGY
Registration Number:	5510074	URBANOLOGY
Registration Number:	2841380	URBANOLOGY
Registration Number:	5596802	WILDPACK
Registration Number:	1841376	WILLOW BAY
Registration Number:	4671428	WILLOW BAY
Registration Number:	2611538	WONDERLIGHT PLUS
Registration Number:	2538654	WONDERLIGHT PLUS

CORRESPONDENCE DATA

Fax Number: 3105527031

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 310-551-8755

Email: pto-cc@gibsondunn.com

Correspondent Name: Mandy Robertson-Bora

Address Line 1: 2029 Century Park East, 40th Floor

Address Line 2: Gibson, Dunn & Crutcher LLP

Address Line 4: Los Angeles, CALIFORNIA 90067-3026

ATTORNEY DOCKET NUMBER:	65430-00005
NAME OF SUBMITTER:	Mandy Robertson-Bora
SIGNATURE:	/mandy robertson-bora/
DATE SIGNED:	05/16/2019

Total Attachments: 11

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Trademark Assignment") is made and entered into as of May 16, 2019 (the "Effective Date"), by and between Specialty Retail Shops Holding Corp., a Delaware corporation (the "Company"), and the Subsidiaries of the Company that are indicated on the signature pages attached hereto (together with the Company, "Assignors" and each individually, an "Assignor") and Shoptikal LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignors and Assignee have entered into that certain Asset Purchase Agreement, dated as April 29, 2019 (the "Purchase Agreement"), pursuant to which Assignors have agreed to assign to Assignee the Marks (as defined below).

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties, covenants and agreements set forth in this Trademark Assignment, the parties agree as follows:

1. Marks.

"Marks" means the trademark registrations and applications listed on Attachment A-1 hereto.

2. Assignment.

Each Assignor hereby assigns, transfers, sells and conveys to Assignee all of its rights, title and interest throughout the world in and to the Marks, and the registrations and applications relating thereto, together with the goodwill associated with and symbolized by the Marks, and all rights, claims and privileges pertaining to the Marks, including, without limitation, the right to prosecute and maintain registrations and applications for any of the Marks, and the right to sue and recover damages for past, present and future infringement of any of the Marks.

3. Purchase Agreement.

This Trademark Assignment is entered into pursuant to, and is governed by, the Purchase Agreement. Nothing in this Trademark Assignment modifies the Purchase Agreement or changes the parties' respective rights or obligations thereunder.

4. Disclaimer.

Assignors make no representations or warranties of any kind, express or implied, regarding the Marks, except as otherwise expressly set forth in the Purchase Agreement.

5. Successors and Assigns.

This Trademark Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

6. Counterparts.

This Trademark Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Assignors and Assignee have caused this Trademark Assignment to be signed and executed by the undersigned officers thereunto duly authorized this 14th day of May, 2019.

PURCHASER

SHOPTIKAL LLC

By: 

Name: _____

Title:

Michael A. Weinstock
Authorized Person

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF New York

SS:

COUNTY OF New York

On this 14th day of May 2019 before me, the undersigned, personally appeared Michael Weinstein, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to within the instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of whom the individual acted, executed the instrument.

Lisa A. Milonakis
Notary Signature and Seal

LISA A. MILONAKIS
NOTARY PUBLIC, State of New York
No. 01MIG043767
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires June 28, 2020

[Signature Page to Trademark Assignment]

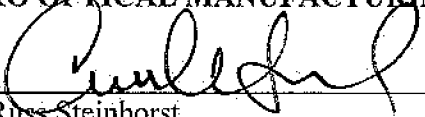
TRADEMARK
REEL: 006653 FRAME: 0782

SELLERS


**SPECIALTY RETAIL SHOPS HOLDING
CORP.**

By: 
Name: Russ Steinhorst
Title: Chief Executive Officer

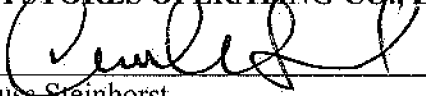
SHOPKO OPTICAL MANUFACTURING LLC

By: 
Name: Russ Steinhorst
Title: Chief Executive Officer

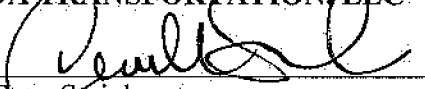
SHOPKO STORES OPERATING CO., LLC.

By: 
Name: Russ Steinhorst
Title: Chief Executive Officer

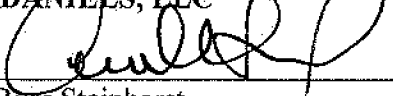
PAMIDA STORES OPERATING CO., LLC

By: 
Name: Russ Steinhorst
Title: Chief Executive Officer


PAMIDA TRANSPORTATION, LLC.

By: 
Name: Russ Steinhorst
Title: Chief Executive Officer

PENN-DANIELS, LLC

By: 
Name: Russ Steinhorst
Title: Chief Executive Officer

PLACE'S ASSOCIATES EXPANSION, LLC

By: 
Name: Russ Steinhorst
Title: Chief Executive Officer

[Signature Page to Trademark Assignment]

RETAINED R/E SPE, LLC

By: 

Name: Russ Steinhorst

Title: Chief Executive Officer

SHOPKO FINANCE, LLC

By: 

Name: Russ Steinhorst

Title: Chief Executive Officer

SHOPKO GIFT CARD CO., LLC

By: 

Name: Russ Steinhorst

Title: Chief Executive Officer

SHOPKO HOLDING COMPANY, LLC

By: 

Name: Russ Steinhorst

Title: Chief Executive Officer

**SHOPKO INSTITUTIONAL CARE SERVICES
CO., LLC**

By: 

Name: Russ Steinhorst

Title: Chief Executive Officer

SHOPKO PROPERTIES, LLC

By: 

Name: Russ Steinhorst

Title: Chief Executive Officer

SVS TRUCKING, LLC

By: 

Name: Russ Steinhorst

Title: Chief Executive Officer

[Signature Page to Trademark Assignment]

**TRADEMARK
REEL: 006653 FRAME: 0784**

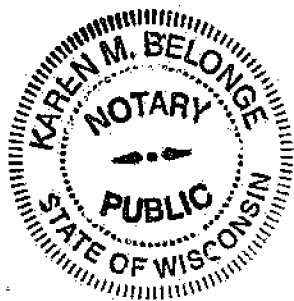
CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF Wisconsin

SS:

COUNTY OF Brown

On this 14th day of May before me, the undersigned, personally appeared Russ Steinhart, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to within the instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of whom the individual acted, executed the instrument.



Karen M. Belongie
Notary Signature and Seal
Commission Expires: March 13, 2020

Attachment A-1

Registered Trademarks

<u>Trademark</u>	<u>Type of Mark</u>	<u>Status</u>	<u>Application No</u>	<u>Registration No</u>	<u>Registration Date</u>
(PAMIDA) PAMIDA	SM	Registered		1,124,616	9/4/1979
7TH SENSE	TM	Registered	87547377	5,571,806	9/25/2018
A&I (design)	TM	Pending	87386469		
A&I (with design)	TM	Registered	87978610	5,597,650	10/30/2018
A&I (with design)	TM	Registered	87979065	5,634,675	12/18/2018
A&I (word)	TM	Registered	87978426	5,582,431	10/9/2018
A&I (word)	TM	Registered	87377825	5,633,553	12/18/2018
Asher & Ivy	TM	Registered	86456049	4,768,588	7/7/2015
BAILEY'S PT.	TM	Registered	87348598	5,509,393	7/3/2018
BAILEY'S PT.	TM	Registered		3,921,778	2/22/2011
CELEBRATE THE SEASON	TM	Pending	87348590		
CELEBRATE THE SEASON	TM	Registered	87977956	5,547,595	8/21/2018
CELEBRATE THE SEASON	TM	Registered	86748505	5,069,882	10/25/2016
CLUB GRAND	TM	Pending	87348770		
CLUB GRAND	TM	Registered	87977185	5,460,860	
CLUB GRAND	TM	Registered	87978562	5,608,753	11/13/2018
EERIE ALLEY	SM	Registered		3,008,257	10/25/2005
ENERGY ZONE	TM	Registered	87348751	5,607,747	11/13/2018
ENERGY ZONE	TM	Registered		2,159,748	5/19/1998
ENERGY ZONE	TM	Registered	87977528	5,499,650	6/19/2018
ENVISION STUDIO	TM	Registered	87348690	5,649,914	1/8/2019
ENVISION STUDIO	TM	Registered	77759466	3,838,981	8/24/2010
ENVISION STUDIO	TM	Registered	87978060	5,547,607	8/21/2018
EZ ENERGY ZONE	TM	Registered	77/639/142	3,650,891	7/7/2009
EZ ENERGY ZONE (WITH DESIGN)	TM	Registered	87348718	5,318,819	10/24/2017
GOURMETLIVING	TM	Registered	85-975,728	4,057,731	11/15/2011

Trademark	Type of Mark	Status	Application No	Registration No	Registration Date
GOURMETLIVING	TM	Registered	85013919	4,238,110	11/6/2012
GREEN SODA	TM	Pending	88041415		
GREEN SODA	TM	Registered	76604075	3,109,799	6/27/2006
HOMETOWN PANTRY	SM	Registered	86317383	4,765,853	6/30/2015
HOMETOWN VALUE	TM	Registered	85628076	4704111	3/17/2015
HOMETOWN VALUE	TM	Registered	85979954	4,412,346	10/1/2013
HOMETOWN VALUE	TM	Registered	85902271	4,569,383	7/15/2014
HOMETOWN VALUE	SM	Registered		2,012,231	10/29/1996
HOMETOWN VALUE	TM	Pending	87825664		
HOMETOWN VALUE	TM	Registered	87978457	5,588,210	10/16/2018
HOMETOWN VALUE	TM	Registered	87211170	5,366,058	12/26/2017
HOMETOWN VALUE (WITH DESIGN)	TM	Pending	87348679		
HOMETOWN VALUE (WORD MARK)	TM	Registered	87373248	5,675,846	02/23/1029
HOMETOWN VALUE (WORD MARK)	TM	Registered	87979912	5,526,448	7/24/2018
HOTEL BY CLUB GRAND	TM	Registered	87348783	5,591,068	10/23/2018
HOTEL BY CLUB GRAND	TM	Registered	87977184	5,460,859	
NORTHCREST	TM	Pending	88209058		
NORTHCREST	TM	Registered	87977751	5,515,649	7/10/2018
NORTHCREST	TM	Registered	87348729	5,644,151	1/1/2019
NORTHCREST	TM	Registered		2,274,947	8/31/1999
NORTHCREST	TM	Registered		2,339,297	4/4/2000
NORTHCREST	TM	Registered		1,820,673	2/8/1994
NORTHCREST (WITH DESIGN)	TM	Registered	87977826	5,526,424	7/24/2018
NORTHCREST (WITH DESIGN)	TM	Registered	87348709	5,644,150	1/1/2019
NORTHCREST HOME	TM	Registered	76,599,207	3,043,724	1/17/2006
OUR CUSTOMERS COUNT	SM	Registered	86728315	5,120,463	1/10/2017
PEANUT & OLLIE	TM	Registered		3,644,550	6/23/2009
PEANUT & OLLIE	TM	Registered	87976665	5,439,892	4/3/2018

<u>Trademark</u>	<u>Type of Mark</u>	<u>Status</u>	<u>Application No</u>	<u>Registration No</u>	<u>Registration Date</u>
PEANUT & OLLIE	TM	Registered		3,832,839	8/10/2010
PEANUT & OLLIE(DESIGN)	TM	Registered		3,644,548	6/23/2009
Rewards Count	SM	Registered	86727347	5,023,991	8/16/2016
RX CARE SHOPKO	SM	Registered	85/163,927	4,088,872	1/17/2012
SHOPKO	TM	Registered	77/639,130	3,650,890	7/7/2009
SHOPKO	SM	Registered		1,408,068	9/2/1986
SHOPKO	SM	Registered	87269564	5,245,182	7/18/2017
SHOPKO	TM	Registered		3,547,779	12/16/2008
SHOPKO	TM	Registered	87977467	5,504,975	6/26/2018
SHOPKO (Liquor Store)	SM	Registered		1,847,974	8/2/1994
SHOPKO (new logo)	SM	Registered		3,502,417	9/16/2008
SHOPKO BUCKS	SM	Registered	87271768	5,419,383	3/6/2018
SHOPKO CASH	SM	Registered	86727368	5,023,992	8/16/2016
SHOPKO CASH GRAB	SM	Registered	86304276	4,809,729	9/8/2015
SHOPKO EXPRESS RX	SM	Registered		2,972,029	7/19/2005
SHOPKO HOMETOWN	SM	Registered		3,988,889	7/5/2011
SHOPKO MARKET	TM	Pending	87418247		
SHOPKO PANTRY	SM	Registered	87314838	5,325,735	10/31/2017
SHOPKO REWARDS	SM	pending	88000210		
SHOPKO THE STUFF THAT COUNTS	SM	Registered	86658424	5,142,506	2/14/2017
SHOPKO THE STUFF THAT COUNTS	SM	Registered	86656776	5,105,881	12/20/2016
SOFT SENSATIONS	TM	Registered	77828990	3,784,156	5/4/2010
SOFT SENSATIONS	TM	Registered	74600116	2,016,241	11/12/1996
STUDIO A	TM	Registered		3,004,765	10/4/2005
STUDIO BY ENERGY ZONE (WITH DESIGN)	TM	Registered	87041267	5,370,898	1/2/2018
STUDIO BY ENERGY ZONE (WORD MARK)	TM	Registered	87348539	5,329,923	1/30/2018
STUDIO BY ENERGY ZONE (WORD MARK)	TM	Pending	87693201		
THE STUFF THAT COUNTS	SM	Registered	86656724	5004744	7/19/2016

<u>Trademark</u>	<u>Type of Mark</u>	<u>Status</u>	<u>Application No</u>	<u>Registration No</u>	<u>Registration Date</u>
THE TRIMMERRY	TM	Registered		2,088,944	8/19/1997
THE TRIMMERRY	TM	Registered		2,145,515	3/17/1998
TOSS & TURN	TM	Registered	85627094	4,314,751	4/2/2013
TREND.SPIRE	SM	Registered	86976680	4,787,531	8/4/2015
TRIMMERRY	TM	Registered	87977719	5537405	8/7/2018
TRIMMERRY	TM	Registered	87348580	5,662,079	1/22/2019
TRIMMERRY	TM	Registered		3,967,671	5/24/2011
URBANOLOGY	TM	Registered	87348559	5,623,334	12/4/2018
URBANOLOGY	TM	Registered	87977529	5,510,074	7/3/2018
URBANOLOGY	TM	Registered		2,841,380	5/11/2004
WILDPACK	TM	Registered	87547554	5,596,802	10/30/2018
WILLOW BAY	TM	Registered		1,841,376	6/21/1994
WILLOW BAY	TM	Registered	86306719	4671428	1/13/2015
WONDERLIGHT PLUS	SM	Registered		2,611,538	8/27/2002
WONDERLIGHT PLUS	TM	Registered		2,538,654	2/12/2002