FORM P-TO-1618A Expires 06/30/99 OMB 0651-0027 09-29-2000



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Submission Type	Please record the attached original document(s) or copy(ies).
	Conveyance Type X Assignment License
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Resubmission (Non-Recordation)	Security Agreement Nunc Pro Tunc Assignment
Document ID #	Effective Date Month Day Year
Correction of PTO Error Reel # Frame #	Merger Month Day Year
Corrective Document	Change of Name
Reel # Frame #	Other
Conveying Party	Mark if additional names of conveying parties attached Execution Date
	Month Day Year
Name J. C. Penney Company, Inc.	111299
Formerly	
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Individual General Partnership	Limited Partnership X Corporation Association
Other	
Citizenship/State of Incorporation/Organiza	tion Delaware
Receiving Party	Mark if additional names of receiving parties attached
Name J. C. Penney Private Brand	ds, Inc.
DBA/AKA/TA	
Composed of	
Address (line 1) 6501 Legacy Drive	
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Address (line 2) Legal Dept. A1 MS: 1115	
Address (line 3) Plano	TX 75023-3698
City	State/Country If document to be recorded is an
Individual General Partnership	assignment and the receiving party is not domiciled in the United States, an
Corporation Association	appointment of a domestic
	representative should be attached. (Designation must be a separate
Other	document from Assignment.)
Citizenship/State of Incorporation/Organiz	
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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

FORM PTO-1 Expires 06/30/99 OMB 0651-0027	618B Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
	epresentative Name and Address Enter for the first Receiving Part	
Name		
Address (line 1)		
Address (line 2)		
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Correspond	ent Name and Address Area Code and Telephone Number	
Name [Alan S. Langer	
Address (line 1)	6501 Legacy Drive	
Address (line 2)	Legal Dept. A1 MS: 1115	
Address (line 3)	Plano, Tx 75023-3698	
Address (line 4)	(972) 431-1253	
Pages	Enter the total number of pages of the attached conveyance document including any attachments.	# 11
Trademark A	Application Number(s) or Registration Number(s) X Mark if add	litional numbers attached
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	1597593 1273663	2154874
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Number of F	Properties Enter the total number of properties involved. # 142	
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Deposit A (Enter for p	ayment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #	
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	anger, Senior Counsel , Signature	Date Signed
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RECORDATION FORM COVER SHEET U.S. Department of Commerce Patent and Trademark Office FORM PTO-1618C CONTINUATION Expires 06/30/99 TRADEMARKS ONLY OMB 0651-0027 TRADEMARK Conveying Party Mark if additional names of conveying parties attached Enter Additional Conveying Party **Execution Date** Month Day Year Name Penney Company, Inc. 111299 Formerly Individual General Partnership Limited Partnership Corporation Other Delaware Citizenship State of Incorporation/Organization Receiving Party Mark if additional names of receiving parties attached Enter Additional Receiving Party Name J. C. Penney Private Brands. DBA/AKA/TA Composed of 6501 Legacy Drive Address (line 1) Address (line 2) egal Dept. A1 MS: 1115 Address (line 3) Plano JX State/Country Individual General Partnership Limited Partnership Corporation **Association** appointment of a domestic Other Citizenship/State of Incorporation/Organization Delaware Trademark Application Number(s) or Registration Number(s) Trademark Application Number(s) Registration Number(s) 2158680 1436519 0824962 0164833

Association 75023-3698 If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an representative should be attached (Designation must be a separate document from the Assignment.) Mark if additional numbers attached Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property). 0977365 1210578 1440616 1521902 2195308 2140713 1319486 1354370 1415050 0238636 1658249 2260001 1263690 1489415 1174285 1460726 1647498 (3 of 9)

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Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name J. C. Penney Company, Inc.	111299
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
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Citizenship State of Incorporation/Organization	Delaware
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving parties attached
Name J. C. Penney Private Brand	s, Inc.
DBA/AKA/TA	
Composed of	
Address (line 1) 6501 Legacy Drive	
Address (line 2) Legal Dept. A1 MS: 1115	
Address (line 3) Plano City	TX 75023-3698 Zip Code
Individual General Partnership Corporation Association Other	Limited Partnership assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)
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	1685724 2150709 1309147
	0864084 0971914 0831111
	1355444 1298926 1162585
	1255383 1249042 1471498
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Name	J. C. F	enney Pri	vate Brand	s, Inc.					
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Composed of				******					
Address (line 1)	6501 Le	gacy Driv	e						
Address (line 2)	legal [Dept. A1 M	S: 1115				•		
Address (line 3)	Plano	City		TX	State	a/Country		7	5023-3698 Zip Code
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Conveying Pa		Mark if additional names of c	onveying parties attach	ned Execution Date Month Day Year
Name J	. C. Penney Company, Inc.			111299
Formerly				
Individual	General Partnership Lin	nited Partnership X	Corporation	Association
Other				
	State of Incorporation/Organization	Delaware		
Receiving Pal	r ty :eiving Party Mar	rk if additional names of receivi	ng parties attached	
Name [J. C. Penney Private Brands.	Inc.		
DBA/AKA/TA				
Composed of				
Address (line 1)	6501 Legacy Drive			
Address (line 2)	Legal Dept. A1 MS: 1115		•	
Address (line 3)	Plano	TX State/Country		75023-3698 Zip Code
Individual	General Partnership	Limited Partnership		pe recorded is an the receiving party is
X Corporation	Association		not domiciled in appointment of representative s	the United States, an
Other			document from	the Assignment.)
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			(6 of 9)	

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RECORDATION FORM COVER SHEET U.S. Department of Commerce FORM PTO-1618C CONTINUATION Patent and Trademark Office TRADEMARKS ONLY TRADEMARK OMB 0651-0027 Conveying Party Mark if additional names of conveying parties attached **Execution Date** Enter Additional Conveying Party Month Day Year Name Penney Company, 111299 J. C. Inc. Formerly individual General Partnership Limited Partnership Corporation **Association** Other Citizenship State of Incorporation/Organization Delaware Receiving Party Mark if additional names of receiving parties attached Enter Additional Receiving Party Name J. C. Penney Private Brands, Inc. DBA/AKA/TA Composed of 6501 Legacy Drive Address (line 1) Address (line 2) Legal Dept. A1 MS: 1115 Address (line 3) 75023-3698 IX Plano If document to be recorded is an Individual General Partnership Limited Partnership assignment and the receiving party is not domiciled in the United States, an appointment of a domestic Corporation **Association** representative should be attached (Designation must be a separate document from the Assignment.) Other Citizenship/State of Incorporation/Organization Delaware Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Registration Number(s) Trademark Application Number(s) 0813357 0883980 0785246 1537448 1461936 1096830 1703294 1912607 1536485 1370232 0434349 1227636 0830219 0859113 2187573 1657851 1234117 1658737 1455438 1653741 1282573

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Citizenship State of incorporation/Organization Receiving Party Enter Additional Receiving Party Name J. C. Penney Private Brands. Inc. DBA/AKA/TA Composed of Address pine 1)	Formerly								
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Enter Additional Receiving Party Mark it additional names of receiving parties attached Name	Citizen	ship State of	Incorporation	/Organization	Delaware				
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

OMB 0651-0027	IRADEMAR	KSONLY		IRADEMARK
Conveying Enter Additional	Party Conveying Party	Mark if additional names o	f conveying parties atta	ched Execution Date Month Day Year
Name [J. C. Penney Company, Inc.			111299
Formerly [~~~~		
Individua	General Partnership Limit	ed Partnership X	Corporation	Association
Other				
Citizensh	ip State of Incorporation/Organization De	laware		
Receiving F Enter Additional	Party Receiving Party Mark i	f additional names of recei	ving parties attached	
Name	J. C. Penney Private Brands, I	nc.		
DBA/AKA/TA				
Composed of				
Address (line 1)	6501 Legacy Drive			
Address (line 2)	Legal Dept. A1 MS: 1115		•	
Address (line 3)	Plano	TX State/Country		75023-3698
\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		nited Partnership	not domiciled appointment o representative (Designation i	nd the receiving party is in the United States, an of a domestic should be attached must be a separate on the Assignment.)
Citizens	hip/State of Incorporation/Organization	Delaware		
	Application Number(s) or Registre Trademark Application Number or the Registration	n Number (DO NOT ENTE	R BOTH numbers for the	
Trac	demark Application Number(s)	m	Registration Numb	per(s)
L		1449840		,
L		1537400	1220104	1486179
<u> </u>		1499693		J L
1			(9 of	9)

ASSIGNMENT

WHEREAS J. C. Penney Company, Inc. ("Assignor"), a Delaware corporation, located and

doing business at 6501 Legacy Drive, Plano, Texas 75024, is the owner of the trademarks in the

attached Schedule A which are registered with the United States Patent and Trademark Office; and

WHEREAS J. C. Penney Private Brands, Inc., a Delaware corporation, located and doing

business at 6501 Legacy Drive, Plano, Texas 75024, is desirous of acquiring said marks and

registrations.

NOW, THEREFORE, as a contribution of capital from Assignor to J. C. Penney Private

Brands, Inc. and other good and valuable consideration, receipt of which is hereby acknowledged,

said Assignor does, effective September 1, 1999, hereby assign to said to J. C. Penney Private

Brands, Inc. all its right, title and interest in and to said marks, including all rights in the trade dress

and packaging relating thereto, and any other rights which Assignor may have acquired with respect

thereto pursuant to common law or any other law, together with the goodwill of the business

symbolized by the marks and their respective registrations.

ASSIGNOR warrants and represents that it has made no prior assignment of the above

identified registrations and there exists no mortgage, lien, or other encumbrance upon these said

registrations; and that it has received no notices of, nor is it aware of, any claims by third parties of

prior rights in and to the said marks.

This Assignment is executed at Plano, Texas this 12th day of November, 1999.

J. C. Penney Company, Inc.

ecutive Vice President and

Chief Financial Officer

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State of Texas)
County of Collin)

On this 12 day of November, 1999 before me personally came Donald A. McKay to me known and known to me to be the Executive Vice President and Chief Financial Officer of J. C. Penney Company, Inc., the corporation described in and which executed the above instrument and acknowledged that she executed the foregoing Assignment on behalf of J. C. Penney Company, Inc. and pursuant to authority duly received.



Keslil Duen Passen

Notary Public

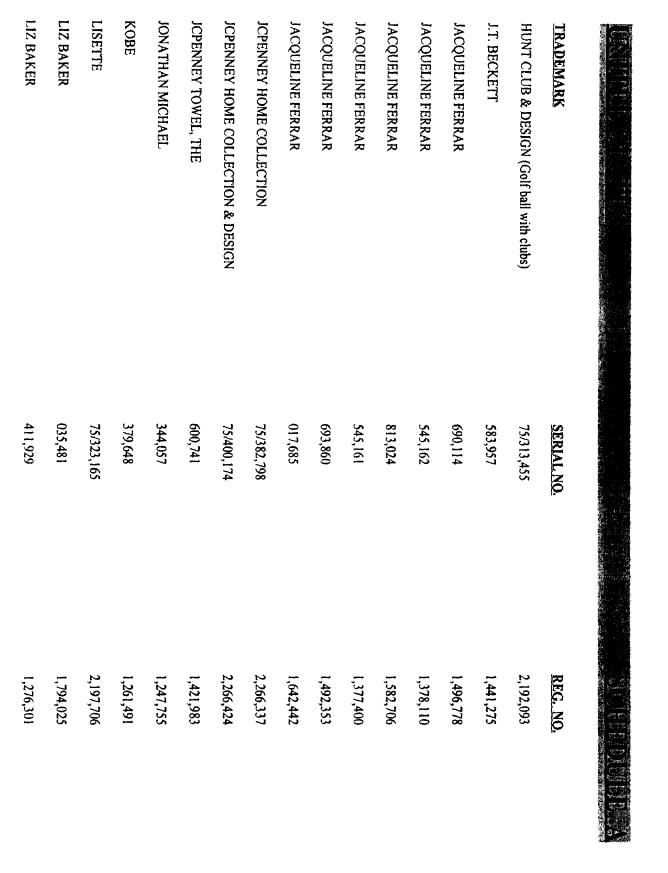
State of Texas

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1,440,616	614,707	CABIN CREEK
1,521,902	713,731	CABIN CREEK
2,195,308	75/320,236	BRIGHT FUTURE
1,210,578	277,504	BIG MAC AND DEVICE
164,833	167,191	BIG MAC
824,962	243,012	BIG MAC
977,365	448,221	BIG MAC
1,436,519	622,585	BETH MICHAELS
2,158,680	75/267,756	B. C. TEE BUSINESS CASUAL TEE
2,149,284	75/263,465	AZ
2,189,002	75/262,197	ARIZONA JEAN CO.
1,226,758	346,567	APPARATUS
2,154,874	75/267,771	ALLISON ANN
1,273,663	412,712	ALICIA
1,597,593	832,577	ADONNA WOMAN
292,573	321,549	ADONNA
1,089,757	96,919	ACTIVE LEGS
822,921	239,743	ACTION BACK
REG. NO.	SERIAL NO.	TRADEMARK

TRADEMARK	SERIAL NO.	REG. NO.
CAPITOL COLLECTION	73/519,227	1,354,370
CHRISTIE & JILL	74/245,295	2,140,713
CITY STREETS	462,812	1,319,486
CLASSIC TRADITIONS	74/110,209	1,658,249
COMFORT TOUCH	567,871	1,415,050
COMPASS & DEVICE	255,677	238,636
CREDENTIALS	387,408	1,263,690
DELICATES	641,241	1,489,415
DELICATES SPA	75/408,161	2,260,001
DENIM EXTRA	075,189	1,647,498
DIGITAL 5000 SERIES	650,375	1,460,726
DIVIDEND DOZEN	245,788	1,174,285
DIVIDENDS MATERNITY	75/380,783	2,210,945
DYNASTY	550,546	1,421,941
EAST 5 TH	427,620	1,294,525
EXECUTIVE QUARTERS	017,686	1,685,724
FASHION INFLUENCES	75/262,198	2,150,709

TRADEMARK	SERIAL NO.	REG. NO.
FIFTH GEAR & DEVICE	461,640	1,309,147
FLEXSIDE	295,950	864,084
FLEXXTRA	432,233	971,914
GLENSHIRE	252,795	831,111
GLORIUS & DEVICE	427,621	1,355,444
GREAT CONNECTIONS	449,355	1,298,926
HARD NOSE	242,110	1,162,585
HUNT CLUB	349,629	1,255,383
HUNT CLUB	338,101	1,249,042
HUNT CLUB	662,529	1,471,498
HUNT CLUB	331,560	1,221,838
HUNT CLUB	134,732	746,669
HUNT CLUB	371,277	1,245,843
HUNT CLUB & DESIGN	332,718	1,249,037
HUNT CLUB & DESIGN	338,100	1,249,041
HUNT CLUB & DESIGN	662,522	1,471,497
HUNT CLUB & DESIGN	349,628	1,255,382

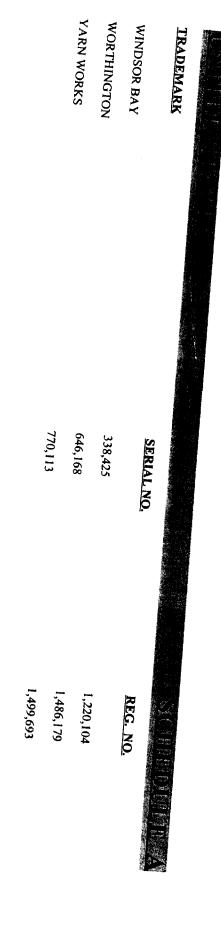


TRADEMARK	SERIAL NO.	REG. NO.
LUSTRE-SILK	237,801	1,211,108
MARIE ELLYSE	73/699,031	1,498,750
MATCH FACTORY	196,784	1,145,079
MICHAEL JAMES	378,417	1,282,559
MIXED BLUES	650,173	1,463,678
MIXED BLUES	74/384,367	1,814,866
MIXIM	674,491	1,559,063
MIXIT	691,052	1,552,797
MORRO BAY	334,515	1,245,382
MOSS CREEK TRADERS	404,549	1,272,850
MOTION JACKET	347,925	1,256,191
MOTION PANTS	344,902	1,236,431
MOTION SKIRT	344,901	1,236,430
NANA'S PET	73/316,324	1,203,687
NEW MOVES	567,870	1,398,622
NEW MOVES	74/323,165	1,771,577
OKIE-DOKIE	541,031	1,402,245
OKIE-DOKIE	75/327,048	2,195,381

TRADEMARK	SERIAL NO.	REG. NO
ORIGINAL ARIZONA JEAN CO., THE	74/681,437	1,978,252
ORIGINAL ARIZONA JEAN CO., THE	74/288,799	1,755,461
ORIGINAL ARIZONA JEAN CO., THE	74/445,281	1,909,273
ORIGINAL ARIZONA JEAN CO., THE	73/826,188	1,636,195
PAR FOUR	705,348	1,504,051
PAR-FOUR	409,187	1,270,847
PAR-FOUR	308,450	1,190,792
PENNCRAFT	209,453	813,357
PENNEYS	313,779	883,980
PICKET AND POST	161,419	785,246
PLAIN POCKETS	121,165	1,096,830
POSTURE ULTIMATE	632,088	1,461,936
POTOMAC COLLECTION	73/699,032	1,537,448
POTOMAC SPORT	73/750,521	1,536,485
PROTOCOL	74/212,407	1,703,294
QA LOGO	74/488,095	1,912,607
QUAIL RUN	351,395	1,227,636
RAFFERTY	509,323	1,370,232

TRADEMARK	SERIAL NO.	REG. NO.
RANCHCRAFT	509,949	434,349
SANTA MOUSE	244,733	830,219
SANTA MOUSE	244,732	859,113
SENSIBLE SHEERS	75/320,000	2,187,573
SHEER TOES	226,062	1,234,117
SIMPLY FOR SPORTS	008,505	1,658,737
SIMPLY FOR SPORTS & DESIGN	008,504	1,657,851
SO SOFT BY 9-2-5	74/083,989	1,653,741
ST JOHN'S BAY	73/404,842	1,282,573
ST. JOHN'S BAY	73/636,097	1,455,438
STAFFORD	693,849	1,539,393
STAFFORD	344,864	1,275,257
STAFFORD	73/631,706	1,502,274
STAFFORD	701,325	1,510,969
STJOHN'SBAY	73/706,932	1,503,930
STRIDE WITH PRIDE	74/288,800	1,836,230
SUBTLE SHAPER	393,200	956,534

TRADEMARK	SERIAL NO.	REG. NO.
SUITED SEPARATES	290,901	1,208,556
SURROUND SOUND	304,737	1,207,043
SWEET TREATS	404,878	1,313,531
THE 9-2-5 COLLECTION	73/356,607	1,233,695
TIDEWATER TRADERS AND DESIGN	73/750,520	1,542,649
TOWNCRAFT	573,635	1,404,163
TOWNCRAFT	794,613	1,568,525
TOWNCRAFT	210,343	797,853
TOWNCRAFT	247,084	231,906
TRACK & COURT	73/463,140	1,340,898
TRACK & COURT	361,907	1,277,524
TRAVEL-COOL	101,030	714,777
ULTIMATE UPLIFT	75/113,587	2,124,369
ULTRAFORM	74/463,027	1,858,656
UNDERSCORE	632,087	1,449,840
VANDEMERE	622,589	1,435,788
WEEKENDS IN CALIFORNIA AND DEVICE	333,819	1,252,323
WHITNEY BROOKS	73/750,582	1,537,400



TRADEMARK
RECORDED: 09/20/2000 REEL: 002143 FRAME: 0450

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