

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sears, Roebuck and Co.		04/23/2003	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Sears Brands, LLC
Street Address:	3333 Beverly Road
Internal Address:	B6-363B
City:	Hoffman Estates
State/Country:	ILLINOIS
Postal Code:	60179
Entity Type:	Limited Liability Company: ILLINOIS

PROPERTY NUMBERS Total: 496

Property Type	Number
Registration Number:	2394225
Registration Number:	2396297
Registration Number:	2222391
Registration Number:	1626704
Registration Number:	1647213
Registration Number:	1321562
Registration Number:	952062
Registration Number:	2382062
Registration Number:	2620231
Registration Number:	2610542
Registration Number:	2184842

OP \$12415.00 78134461

Registration Number:	2184841
Registration Number:	1306132
Registration Number:	2374061
Registration Number:	2624156
Registration Number:	2664261
Registration Number:	1542443
Registration Number:	1540405
Registration Number:	2616627
Registration Number:	1922712
Registration Number:	2153674
Registration Number:	898688
Registration Number:	1132977
Registration Number:	2258348
Registration Number:	2302933
Registration Number:	2063711
Registration Number:	386379
Registration Number:	2462703
Registration Number:	2586341
Registration Number:	2397938
Registration Number:	2280194
Registration Number:	1631672
Registration Number:	1562592
Registration Number:	1562769
Registration Number:	2416224
Registration Number:	1659444
Registration Number:	1263505
Registration Number:	1124862
Registration Number:	2355132
Registration Number:	2274360
Registration Number:	2413150
Registration Number:	2220454
Registration Number:	2006147

Registration Number:	1836244
Registration Number:	1687912
Registration Number:	2666208
Registration Number:	786411
Registration Number:	786408
Registration Number:	786389
Registration Number:	2335553
Registration Number:	1076806
Registration Number:	1269316
Registration Number:	1791999
Registration Number:	1752668
Registration Number:	1297547
Registration Number:	2396965
Registration Number:	2599611
Registration Number:	2065972
Registration Number:	2065920
Registration Number:	2207913
Registration Number:	814011
Registration Number:	770652
Registration Number:	2056080
Registration Number:	2140410
Registration Number:	2223158
Registration Number:	2217611
Registration Number:	759272
Registration Number:	2379339
Registration Number:	538081
Registration Number:	274445
Registration Number:	2341431
Registration Number:	2191817
Registration Number:	2353952
Registration Number:	2308991
Registration Number:	2000638

Registration Number:	2240342
Registration Number:	2350677
Registration Number:	2238363
Registration Number:	1158129
Registration Number:	2645755
Registration Number:	2609841
Registration Number:	2426992
Registration Number:	2384903
Registration Number:	1663952
Registration Number:	2094901
Registration Number:	900017
Registration Number:	2569359
Registration Number:	2564043
Registration Number:	2087020
Registration Number:	1937119
Registration Number:	1923340
Registration Number:	1927755
Registration Number:	1842690
Registration Number:	1824278
Registration Number:	1781282
Registration Number:	1702873
Registration Number:	1702871
Registration Number:	1702867
Registration Number:	1702866
Registration Number:	1707787
Registration Number:	1707786
Registration Number:	1692451
Registration Number:	1631332
Registration Number:	1546082
Registration Number:	1418956
Registration Number:	1413049
Registration Number:	1409457

Registration Number:	1410237
Registration Number:	1416396
Registration Number:	1440446
Registration Number:	1400931
Registration Number:	1403140
Registration Number:	1418186
Registration Number:	1397661
Registration Number:	1388835
Registration Number:	1388982
Registration Number:	1388834
Registration Number:	1388833
Registration Number:	1391401
Registration Number:	1386020
Registration Number:	1389958
Registration Number:	1397384
Registration Number:	1383981
Registration Number:	1335142
Registration Number:	1337540
Registration Number:	1295767
Registration Number:	1275958
Registration Number:	1287725
Registration Number:	1301244
Registration Number:	551494
Registration Number:	534259
Registration Number:	525092
Registration Number:	576891
Registration Number:	551491
Registration Number:	550390
Registration Number:	565462
Registration Number:	2363819
Registration Number:	2355911
Registration Number:	2174486

Registration Number:	2228621
Registration Number:	1837389
Registration Number:	2289907
Registration Number:	2180514
Registration Number:	1459284
Registration Number:	2564093
Registration Number:	2065389
Registration Number:	781047
Registration Number:	858218
Registration Number:	2677217
Registration Number:	2628203
Registration Number:	2276072
Registration Number:	1781544
Registration Number:	1696168
Registration Number:	1332886
Registration Number:	1264064
Registration Number:	2264494
Registration Number:	2249511
Registration Number:	2458512
Registration Number:	2249344
Registration Number:	1108406
Registration Number:	2381986
Registration Number:	2182300
Registration Number:	2358576
Registration Number:	1120878
Registration Number:	1259023
Registration Number:	1313176
Registration Number:	2414754
Registration Number:	2272740
Registration Number:	1000445
Registration Number:	2451799
Registration Number:	2223389

Registration Number:	2377313
Registration Number:	769219
Registration Number:	2460038
Registration Number:	1437734
Registration Number:	1398633
Registration Number:	1398634
Registration Number:	2241382
Registration Number:	1967368
Registration Number:	1268051
Registration Number:	2512645
Registration Number:	1309554
Registration Number:	2000027
Registration Number:	1298867
Registration Number:	822840
Registration Number:	1260083
Registration Number:	1260080
Registration Number:	219332
Registration Number:	1750591
Registration Number:	735838
Registration Number:	1242731
Registration Number:	1092263
Registration Number:	1092146
Registration Number:	1056012
Registration Number:	2228122
Registration Number:	2223244
Registration Number:	2462576
Registration Number:	529873
Registration Number:	2281698
Registration Number:	1932665
Registration Number:	2376878
Registration Number:	2647023
Registration Number:	865339

Registration Number:	2354500
Registration Number:	2514976
Registration Number:	2421775
Registration Number:	2347637
Registration Number:	2605731
Registration Number:	2660450
Registration Number:	907161
Registration Number:	2194900
Registration Number:	1611786
Registration Number:	910695
Registration Number:	1077324
Registration Number:	1325978
Registration Number:	1269230
Registration Number:	1278783
Registration Number:	2101227
Registration Number:	2336262
Registration Number:	2267370
Registration Number:	2137480
Registration Number:	2475811
Registration Number:	2227561
Registration Number:	2276503
Registration Number:	1695957
Registration Number:	1641183
Registration Number:	1569518
Registration Number:	1282358
Registration Number:	1281321
Registration Number:	1275031
Registration Number:	1277967
Registration Number:	1102052
Registration Number:	610699
Registration Number:	609471
Registration Number:	594841

Registration Number:	522973
Registration Number:	517739
Registration Number:	333253
Registration Number:	2414684
Registration Number:	2414215
Registration Number:	1566092
Registration Number:	1737283
Registration Number:	1236400
Registration Number:	1268669
Registration Number:	2596529
Registration Number:	1315626
Registration Number:	1282177
Registration Number:	1651346
Registration Number:	2487368
Registration Number:	1279943
Registration Number:	1322349
Registration Number:	776184
Registration Number:	2010232
Registration Number:	2564583
Registration Number:	1272938
Registration Number:	1255207
Registration Number:	2406667
Registration Number:	2439772
Registration Number:	1421271
Registration Number:	2308013
Registration Number:	2586183
Registration Number:	2611585
Registration Number:	2618831
Registration Number:	1741432
Registration Number:	2357696
Registration Number:	2357584
Registration Number:	795446

Registration Number:	2305971
Registration Number:	1253860
Registration Number:	2392067
Registration Number:	1476765
Registration Number:	2388512
Registration Number:	2289653
Registration Number:	2660596
Registration Number:	1488586
Registration Number:	2179165
Registration Number:	1286869
Registration Number:	2497318
Registration Number:	1892393
Registration Number:	2522479
Registration Number:	2409478
Registration Number:	2186787
Registration Number:	2573331
Registration Number:	2278230
Registration Number:	2456036
Registration Number:	2536967
Registration Number:	2357999
Registration Number:	1260079
Registration Number:	1930442
Registration Number:	1471477
Registration Number:	2424617
Registration Number:	1286715
Registration Number:	1255305
Registration Number:	1048925
Registration Number:	2590073
Registration Number:	2341996
Registration Number:	2299349
Registration Number:	1889926
Registration Number:	1259451

Registration Number:	879723
Registration Number:	862343
Registration Number:	830231
Registration Number:	833722
Registration Number:	2239671
Registration Number:	2061548
Registration Number:	2296115
Registration Number:	2456268
Registration Number:	1229606
Registration Number:	1317387
Registration Number:	1436865
Registration Number:	2217728
Registration Number:	1267818
Registration Number:	1293550
Registration Number:	698071
Registration Number:	2514977
Registration Number:	2247354
Registration Number:	1779400
Registration Number:	2251826
Registration Number:	1875313
Registration Number:	1543072
Registration Number:	2660597
Registration Number:	2660420
Registration Number:	2406883
Registration Number:	574720
Registration Number:	2201417
Registration Number:	2474376
Registration Number:	2548686
Registration Number:	1884269
Registration Number:	2460370
Registration Number:	2590642
Registration Number:	2369347

Registration Number:	2320487
Registration Number:	2110891
Registration Number:	2253584
Registration Number:	2330083
Registration Number:	1609697
Registration Number:	1614768
Registration Number:	1189943
Registration Number:	2040785
Registration Number:	1286095
Registration Number:	2551830
Registration Number:	2163977
Registration Number:	2285452
Registration Number:	2306640
Registration Number:	2193087
Registration Number:	857534
Registration Number:	2177884
Registration Number:	2211191
Registration Number:	2621139
Registration Number:	2321954
Registration Number:	2090665
Registration Number:	1726260
Registration Number:	1556039
Registration Number:	1529006
Registration Number:	1563683
Registration Number:	642438
Registration Number:	2211192
Registration Number:	2209229
Registration Number:	2472234
Registration Number:	2483228
Registration Number:	2323952
Registration Number:	1339548
Registration Number:	2119624

Registration Number:	2121489
Registration Number:	2382839
Registration Number:	2676654
Registration Number:	2529891
Registration Number:	2377059
Registration Number:	2500033
Registration Number:	2437557
Registration Number:	2318988
Registration Number:	2211279
Registration Number:	1374196
Registration Number:	1352077
Registration Number:	2478456
Registration Number:	2231242
Registration Number:	1334670
Registration Number:	1334669
Registration Number:	2195518
Registration Number:	1622845
Registration Number:	2162240
Registration Number:	2580209
Registration Number:	649324
Registration Number:	2590643
Registration Number:	2563204
Registration Number:	2589522
Registration Number:	2538986
Registration Number:	2520598
Registration Number:	1237792
Registration Number:	1925567
Registration Number:	2559873
Registration Number:	2101658
Registration Number:	2223731
Registration Number:	2232287
Registration Number:	2511538

Registration Number:	2288002
Registration Number:	2237619
Registration Number:	1357651
Registration Number:	1299286
Registration Number:	1376621
Registration Number:	1538257
Registration Number:	761916
Registration Number:	536451
Registration Number:	2116472
Registration Number:	2336611
Registration Number:	1347717
Registration Number:	809788
Registration Number:	1372198
Registration Number:	1055053
Registration Number:	1435766
Registration Number:	2368879
Registration Number:	1458988
Registration Number:	1372680
Registration Number:	400461
Registration Number:	780300
Registration Number:	2261451
Registration Number:	2621155
Registration Number:	1602844
Registration Number:	1587241
Registration Number:	2287294
Registration Number:	879162
Registration Number:	2208699
Registration Number:	2202776
Registration Number:	2282271
Registration Number:	2337893
Registration Number:	2191031
Registration Number:	1594057

Registration Number:	805596
Registration Number:	873486
Registration Number:	1263192
Registration Number:	1937964
Registration Number:	2396430
Registration Number:	2231983
Registration Number:	2555288
Registration Number:	1051313
Registration Number:	1226733
Registration Number:	2370529
Registration Number:	2640758
Registration Number:	2155743
Registration Number:	618203
Registration Number:	2297702
Registration Number:	1351577
Registration Number:	2321157
Registration Number:	2116473
Registration Number:	2191477
Registration Number:	2150459
Registration Number:	2647033
Registration Number:	1390841
Registration Number:	2039190
Registration Number:	1953775
Registration Number:	1770768
Registration Number:	2088474
Registration Number:	1119042
Registration Number:	2495828
Registration Number:	2652443
Registration Number:	1937002
Registration Number:	1130813
Registration Number:	2206735
Registration Number:	1125925

Registration Number:	2488741
Registration Number:	2333411
Registration Number:	2538800
Registration Number:	2171150
Registration Number:	2332447
Registration Number:	2286989
Registration Number:	2067910
Registration Number:	1775290
Registration Number:	2127844
Registration Number:	1380332
Registration Number:	2313864
Registration Number:	1908452
Registration Number:	754225
Registration Number:	2464800
Registration Number:	2228190
Registration Number:	2583188
Registration Number:	885824
Registration Number:	1150966
Registration Number:	2128167
Serial Number:	78134461
Serial Number:	76186747
Serial Number:	76388448
Serial Number:	78160445
Serial Number:	76399091
Serial Number:	78143440
Serial Number:	78164844
Serial Number:	78164545
Serial Number:	76163254
Serial Number:	76247920
Serial Number:	78190585
Serial Number:	76388475
Serial Number:	78168829

Serial Number:	781 861 84
Serial Number:	781 86097
Serial Number:	76006014
Serial Number:	78143352
Serial Number:	76341381

CORRESPONDENCE DATA

Fax Number: (303)473-2720
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-473-2726
Email: kmiller@hollandhart.com
Correspondent Name: Kristine M. Miller
Address Line 1: 555 Seventeenth Street
Address Line 2: Suite 3200
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	47662.0001
NAME OF SUBMITTER:	Kristine M. Miller

Total Attachments: 9
source=etas#page1.tif
source=etas#page2.tif
source=etas#page3.tif
source=etas#page4.tif
source=etas#page5.tif
source=etas#page6.tif
source=etas#page7.tif
source=etas#page8.tif
source=etas#page9.tif

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made and entered into as of February 1, 2003 (the "Effective Date"), by and between SEARS, ROEBUCK AND CO., a New York corporation ("Sears"), and SEARS BRANDS, LLC, an Illinois limited liability company ("Sears Brands") (collectively referred to as the "Parties").

WHEREAS, Sears wishes to assign all right, title and interest that it may have in and to the trademarks, service marks, trade names, assumed names, trade dress, designs, logos, corporate names and other indicia of origin, listed on the attached Schedule 1, all common law rights associated therewith, and all goodwill symbolized thereby (collectively referred to as the "Trademarks") throughout the world, excluding Canada (the "Territory"); and

WHEREAS, Sears Brands wishes to acquire all right, title and interest in and to the Trademarks in the Territory; and

NOW, THEREFORE, in consideration of the above Recitals, which are incorporated herein by this reference, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Pursuant to the Intellectual Property Contribution Agreement between the Parties of even date herewith (the "Contribution Agreement"), Sears hereby assigns to Sears Brands all right, title and interest that Sears may have in and to the Trademarks in the Territory.
2. This Assignment of Trademarks may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
3. This Assignment of Trademarks is subject to all the terms and conditions of the Contribution Agreement.

SEARS, ROEBUCK AND CO.,
a New York corporation

By: Steven M. Cook

Name: Steven M. Cook

Title: General Counsel

SEARS BRANDS, LLC,
an Illinois limited liability company

By: Andrea K. Cannon

Name: Andrea K. Cannon

Title: Secretary

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

Registration Nos.	2355132
	2274360
2394225	2413150
2396297	2220454
2222391	2006147
1626704	1836244
1647213	1687912
1321562	2666208
952062	786411
2382062	786408
2620231	786389
2610542	2335553
2184842	1076806
2184841	1269316
1306132	1791999
2374061	1752668
2624156	1297547
2664261	2396965
1542443	2599611
1540405	2065972
2616627	2065920
1922712	2207913
2153674	814011
898688	770652
1132977	2056080
2258348	2140410
2302933	2223158
2063711	2217611
386379	759272
2462703	2379339
2586341	538081
2397938	274445
2280194	2341431
1631672	2191817
1562592	2353952
1562769	2308991
2416224	2000638
1659444	2240342
1263505	2350677
1124862	2238363

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

1158129	1391401
2645755	1386020
2609841	1389958
2426992	1397384
2384903	1383981
1663952	1335142
2094901	1337540
900017	1295767
2569359	1275958
2564043	1287725
2087020	1301244
1937119	551494
1923340	534259
1927755	525092
1842690	576891
1824278	551491
1781282	550390
1702873	565462
1702871	2363819
1702867	2355911
1702866	2174486
1707787	2228621
1707786	1837389
1692451	2289907
1631332	2180514
1546082	1459284
1418956	2564093
1413049	2065389
1409457	781047
1410237	858218
1416396	2677217
1440446	2628203
1400931	2276072
1403140	1781544
1418186	1696168
1397661	1332886
1388835	1264064
1388982	2264494
1388834	2249511
1388833	2458512

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

2249344	2281698
1108406	1932665
2381986	2376878
2182300	2647023
2358576	865339
1120878	2354500
1259023	2514976
1313176	2421775
2414754	2347637
2272740	2605731
1000445	2660450
2451799	907161
2223389	2194900
2377313	1611786
769219	910695
2460038	1077324
1437734	1325978
1398633	1269230
1398634	1278783
2241382	2101227
1967368	2336262
1268051	2267370
2512645	2137480
1309554	2475811
2000027	2227561
1298867	2276503
822840	1695957
1260083	1641183
1260080	1569518
219332	1282358
1750591	1281321
735838	1275031
1242731	1277967
1092263	1102052
1092146	610699
1056012	609471
2228122	594841
2223244	522973
2462576	517739
529873	333253

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

2414684	1892393
2414215	2522479
1566092	2409478
1737283	2186787
1236400	2573331
1268669	2278230
2596529	2456036
1315626	2536967
1282177	2357999
1651346	1260079
2487368	1930442
1279943	1471477
1322349	2424617
776184	1286715
2010232	1255305
2564583	1048925
1272938	2590073
1255207	2341996
2406667	2299349
2439772	1889926
1421271	1259451
2308013	879723
2586183	862343
2611585	830231
2618831	833722
1741432	2239671
2357696	2061548
2357584	2296115
795446	2456268
2305971	1229606
1253860	1317387
2392067	1436865
1476765	2217728
2388512	1267818
2289653	1293550
2660596	698071
1488586	2514977
2179165	2247354
1286869	1779400
2497318	2251826

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

1875313	2472234
1543072	2483228
2660597	2323952
2660420	1339548
2406883	2119624
574720	2121489
2201417	2382839
2474376	2676654
2548686	2529891
1884269	2377059
2460370	2500033
2590642	2437557
2369347	2318988
2320487	2211279
2110891	1374196
2253584	1352077
2330083	2478456
1609697	2231242
1614768	1334670
1189943	1334669
2040785	2195518
1286095	1622845
2551830	2162240
2163977	2580209
2285452	649324
2306640	2590643
2193087	2563204
857534	2589522
2177884	2538986
2211191	2520598
2621139	1237792
2321954	1925567
2090665	2559873
1726260	2101658
1556039	2223731
1529006	2232287
1563683	2511538
642438	2288002
2211192	2237619
2209229	1357651

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

1299286	2155743
1376621	618203
1538257	2297702
761916	1351577
536451	2321157
2116472	2116473
2336611	2191477
1347717	2150459
809788	2647033
1372198	1390841
1055053	2039190
1435766	1953775
2368879	1770768
1458988	2088474
1372680	1119042
400461	2495828
780300	2652443
2261451	1937002
2621155	1130813
1602844	2206735
1587241	1125925
2287294	2488741
879162	2333411
2208699	2538800
2202776	2171150
2282271	2332447
2337893	2286989
2191031	2067910
1594057	1775290
805596	2127844
873486	1380332
1263192	2313864
1937964	1908452
2396430	754225
2231983	2464800
2555288	2228190
1051313	2583188
1226733	885824
2370529	1150966
2640758	2128167

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

Serial Nos.

78134461

76186747

76388448

78160445

76399091

78143440

78164844

78164545

76163254

76247920

78190585

76388475

78168829

78186184

78186097

76006014

78143352

76341381