

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
May Department Stores International, Inc.		10/02/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	LT Opco LLC
Street Address:	424 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2722011	GRANT THOMAS
Registration Number:	1896705	EXCLUSIVELY FOR YOU
Registration Number:	2586437	ANGEL FISH
Registration Number:	2929831	BEAUTY.NOW
Serial Number:	78444314	DELIVER THE JOY
Serial Number:	78373057	PREMIERE CARE
Registration Number:	2887408	CONTEXT
Serial Number:	76437207	CONTEXT
Registration Number:	2927965	IDENTITY
Registration Number:	2589701	GLOBAL I.D.
Serial Number:	78417621	GRANT THOMAS
Registration Number:	2946072	ID ENTITY
Serial Number:	78545890	GLIMPSE

CH \$440.00 2722011

Registration Number:	2589694	SPOTTED FROG
Registration Number:	2521282	KATE HILL
Registration Number:	2589693	MOONBEAMS
Registration Number:	2647147	FREE TERRITORIES

CORRESPONDENCE DATA

Fax Number: (212)806-2560
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-806-5400
Email: afisher@stroock.com
Correspondent Name: Heather L. Heft
Address Line 1: 180 Maiden Lane
Address Line 2: Stroock & Stroock & Lavan LLP
Address Line 4: New York, NEW YORK 10038-4982

ATTORNEY DOCKET NUMBER:	433638/003
NAME OF SUBMITTER:	Heather L. Heft
Signature:	/heather l. heft/
Date:	10/19/2006

Total Attachments: 10
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this “**Assignment**”), dated as of October 2, 2006 (the “**Effective Date**”), is made by and between (i) Federated Retail Holdings, Inc., a New York corporation (“**Federated Retail**”), May Department Stores Company International, Inc., a Delaware corporation (“**MDSI**” and, together with Federated Retail, “**Assignors**”), and (ii) LT Opco LLC, a Delaware limited liability company (“**Assignee**”).

WHEREAS, Assignors (together with certain of Assignors’ Affiliates) and NRDC Equity Partners Fund III LLC (“**Purchaser**”) are parties to that certain Asset Purchase Agreement, dated as of June 22, 2006 (as amended, the “**Purchase Agreement**”), pursuant to which, among other things, Assignors and such Affiliates have agreed to sell and Purchaser has agreed to purchase the Purchased Assets at the Closing;

WHEREAS, Purchaser and Assignee (together with certain of Purchaser’s and Assignee’s Affiliates) are parties to that certain Assignment of Asset Purchase Agreement, dated as of October 2, 2006 (the “**Assignment of APA**”) pursuant to which, among other things, Purchaser assigned certain of its rights and obligations under the Purchase Agreement to Assignee, including its right to purchase certain of the Purchased Assets;

WHEREAS, Assignors own the United States and foreign trademark registrations and applications for registration of trademarks as well as certain common law trademarks identified and set forth on Schedule A that are part of the Purchased Intellectual Property (all of the foregoing collectively, the “**Trademarks**”) and the goodwill associated with all of the foregoing;

WHEREAS, pursuant to and as a condition to the closing of the transactions contemplated by the Purchase Agreement, and pursuant to the Assignment of APA, the Trademarks and their associated goodwill are to be assigned to Assignee; and

WHEREAS, capitalized terms used herein without definition shall have the meanings set forth in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration (including the premises and covenants set forth in the Agreement), the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Assignors hereby sell, assign, transfer and set over to Assignee all of Assignors’ right, title and interest in and to the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used, and all registrations, applications therefor and renewals and extensions of the foregoing in the United States and for all foreign countries that are or may be secured under the laws of the United States and all foreign countries, now or hereafter in effect, for Assignee’s own use and enjoyment, and for the use and enjoyment of Assignee’s successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignors if this assignment and sale had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Trademarks, with the right to sue for and

collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignors authorize and request the United States Commissioner of Patents and Trademarks and any other similar government authority in countries foreign to the United States to record Assignee as the assignee and owner of the Trademarks, and issue any and all registrations thereon to Assignee, as assignee of the entire right, title and interest in, to and under the same, for the sole use and enjoyment of Assignee and its successors, assigns or other legal representatives.

The scope, nature and extent of this Assignment is expressly set forth in the Purchase Agreement. Nothing contained herein shall itself change, amend, extend or alter (nor shall it be deemed or construed as changing, amending, extending or altering) the terms or conditions of the Purchase Agreement in any manner whatsoever. In the event of any conflict or other difference between the Purchase Agreement and this Assignment, the provisions of the Purchase Agreement shall control.

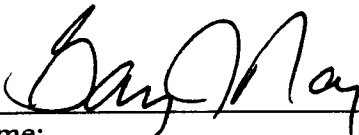
This Assignment shall be governed by and construed and enforced in accordance with the laws of the State of New York, without regard to principles of conflicts of law.

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

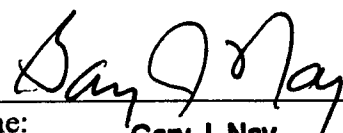
[Signature page follows this page.]

IN WITNESS WHEREOF, Assignors and Assignee have caused this Assignment to be duly executed as of the date first above written.

FEDERATED RETAIL HOLDINGS, INC.


By: 
Name: _____
Title: **Gary J. Nay**
Vice President

MAY DEPARTMENT STORES
INTERNATIONAL, INC.

By: 
Name: _____
Title: **Gary J. Nay**
Vice President

STATE OF *New York*)
) SS:
COUNTY OF *New York*)

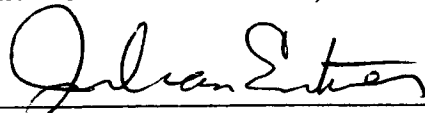
On this _____ day of October, 2006 before me Gary J. Nay, known to me to be Vice President of Federated Retail Holdings, Inc., who acknowledged that he signed this instrument as a free act on behalf of Federated Retail Holdings, Inc.


Notary Public:
My commission expires:

STATE OF *New York*)
) SS:
COUNTY OF *New York*)


JULIAN ENTNER
NOTARY PUBLIC, State of New York
No. 01EN078424
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 29, 2010

On this _____ day of October, 2006 before me Gary J. Nay, known to me to be Vice President of May Department Stores International, Inc., who acknowledged that he signed this instrument as a free act on behalf of May Department Stores International, Inc.


Notary Public:
My commission expires:

JULIAN ENTNER
NOTARY PUBLIC, State of New York
No. 01EN078424
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 29, 2010

LT OPCO LLC

By: 
Name: Francis Casale
Title: Vice President

STATE OF New York,
COUNTY OF New York) SS:

On this 29th day of September, 2006 personally appeared before me Francis Casale, known to me to be Vice President of LT Opco LLC, who acknowledged that he signed this instrument as a free act on behalf of LT Opco LLC.



Notary Public:

My commission expires:

IRINA KEBREAU
NOTARY PUBLIC-STATE OF NEW YORK
No. 01KE6128217
Qualified in Suffolk County
Commission Expires June 06, 2009

SCHEDULE A

TRADEMARKS

Mark	App. No.	Reg. No.	Country	Goods/Services
America's Dress Address	74/218,341	1,720,961	U.S.	Retail department store services (42)
America's Suit Address	75/030,691	2,043,088	U.S.	Retail department store services (42)
Angel Fish	76/133,032	2,586,437	U.S.	Children's apparel, namely, shorts, pants, shirts, rompers, dresses, and outerwear, namely, coats, jackets and blazers, hats and gloves (25)
Beauty.Now	78/298,297	2,929,831	U.S.	Beauty newsletters, mailers and catalogs in the area of cosmetics and fragrances (16)
Beauty.Now	76/373,174	2,696,590	U.S.	Retail department store services in the area of cosmetics and fragrances (35)
Café 424	74/375,653	1,809,802	U.S.	Restaurant services (42)
Context	76/976,927	2,887,408	U.S.	Women's apparel, namely, pants, shorts, capri pants, suits, dresses, shirts, skirts, jackets, blazers, knit tops, knit bottoms, sweaters, sleepwear, loungewear and cloth head bands, and outerwear, namely, coats, wraps, hats, scarves and shoes (25)
Free Territories	76/296,414	2,647,147	U.S.	Retail department store services (35) Men's apparel, namely, tee shirts, shorts, shirts, pants, jackets and coats (25)
Global I.D.	76/136,391	2,589,701	U.S.	Children's clothing, namely, shorts, pants, shirts, rompers, dresses, and outerwear, namely, coats, jackets and blazers, hats and gloves (25)
Grant Thomas	76/159,153	2,722,011	U.S.	Men's clothing, namely, dress shirts, ties, sportshirts, knit shirts, sweaters, pants, underwear, socks, robes and swimwear (25)
id/entity	78/365,636	2,946,072	U.S.	Women's sportswear, namely, pants, skirts, shorts, dresses, sweaters, blouses, tee shirts, knit shirts, jackets and coats (25)

IDENTITY	78/365,622	2,927,965	U.S.	Women's sportswear, namely, pants, skirts, shorts, dresses, sweaters, blouses, tee shirts, knit shirts, jackets and coats (25)
Just In Time	75/032,456	2,096,541	U.S.	Retail department store services (42)
Just Like Mom!	76/441,686	2,740,035	U.S.	Retail store services featuring matching shoes for mothers and daughters (35)
Kate Hill	76/074,857	2,521,282	U.S.	Clothing, namely, jackets, dresses, pants, skirts, shirts and shorts (25)
Lord & Taylor Rewards	78/278,952	2,979,065	U.S.	Store rewards program, namely, promoting the sale of clothing through incentive rewards programs featuring pre-paid gift cards for retail consumers (35)
Lord & Taylor	74/668,803	1,960,413	U.S.	Retail department store services (42)
Lord & Taylor	71/233,829	220,733	U.S.	Dry goods consisting of piece goods of silk, cotton, wool, or combinations thereof (24)
Lord & Taylor	71/234,139	222,001	U.S.	[Hosiery,] shawls, [ruffs, collars,] underwear, [of knitted, netted, and textile fabrics of cotton, silk, and wool and combinations thereof; gloves of leather; men's suits, trousers, vests; coats for men and children,] overcoats, [neck-ties;] dresses, negligee, [and work] shirts, [of linen, cotton and silk; coats of fur or trimmed with fur,] sweaters, women's dresses, [capes,] coats for women, suits for women and children; blouses, skirts, jackets, [hats for men, women and children,] neckwear [consisting of fichus, guimpes, jabots, stoles; shoes of leather, cloth, and rubber and combinations thereof]
Lord & Taylor		651,608	Mexico	("["]" notes goods deleted from registration) Clothing for women, men and kids such as: socks, lingerie, undershirts, skirts, shirts, t-shirts, shorts, dresses, suits, sweaters, coats, nightgowns, pajamas, jackets, sport items, sweatshirts, underwear (for men), blouses, pantyhose, as well as dressing, sport, casual and ceremony footwear for men, women and kids; and hats and caps (25)
Lord & Taylor		669,694	Mexico	Counseling, consulting and support services to the consumers to procure the sale of all kind of goods in department stores

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					and sale services of goods in department stores
Moonbeams	76/133,031	2,589,693	U.S.		Children's apparel, namely, shorts, pants, shirts, rompers, dresses, and outerwear, namely, coats, jackets and blazers, hats and gloves (25)
Spotted Frog	76/133,033	2,589,694	U.S.		Children's apparel, namely, shorts, pants, shirts, rompers, dresses, and outerwear, namely, coats, jackets and blazers, hats and gloves (25)
Glimpse	78/545,890		U.S.		Jewelry, namely, earrings, bracelets, pins, necklaces, watches and rings (14); women's accessories, namely, handbags, cosmetic bags sold empty and small leather goods, namely, wallets, credit card cases, business card cases and key cases (18); women's apparel, namely, dresses, suits, slacks, shorts, skirts, blouses, t-shirts, sweaters, vests, jackets, coats, scarves, gloves, belts, hats and shawls; women's footwear; and women's lingerie, namely, robes, pajamas, gowns, bras, slips and panties (25); retail department store services featuring jewelry, namely, earrings, bracelets, pins, necklaces, watches and rings; women's accessories, namely handbags, belts, cosmetic bags sold empty and small leather goods, namely, wallets, credit card cases, business card cases and key chain holders; women's apparel, namely, dresses, suits, slacks, shorts, skirts, blouses, t-shirts, sweaters, vests, jackets, coats, scarves, gloves, hats and shawls; women's footwear; and women's lingerie, namely, robes, pajamas, gowns, bras, slips and panties (35)
Context	76/437,207		U.S.		Sunglasses (9); women's accessories, namely, handbags, cosmetic bags sold empty and small leather goods, namely, wallets, key chain holders, business card cases and credit card cases (18); and hair accessories, namely, hair ornaments (26)
424 Shop	78/277,849		U.S.		Retail department store services, featuring soaps, perfumes, hair shampoos and conditioners, potpourri and cosmetics; jewelry boxes, candle holders and ornaments, not Christmas tree ornaments, not made of precious metal; sunglasses;

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				jewelry and clocks and items made of precious metal, namely, candle holders, bowls and trays; wind-up musicals and water globes; stationery and photo albums; handbags, luggage, cosmetic bags sold empty and umbrellas; picture frames; household and kitchen utensils and containers, candle holders, bowls and trays not made of precious metal, glassware, china dinnerware, and combs and brushes; table linens; clothing, footwear and headgear; artificial flowers; games and playthings and decorations for Christmas trees; potato chips; and candy, cookies, pretzels and popcorn (35)
Premiere Care	78/373,057		U.S.	Men's, women's and children's apparel treated with a protective coating, namely, pants, shorts, skirts, shirts, jackets, sweaters, dresses, vests, blouses and footwear (25)
Grant Thomas	78/417,621		U.S.	Winder made primarily of wood used for winding watches (14); jewelry box made of wood (20); games namely, poker sets, chess sets, checkers, backgammon and roulette set consisting of a roulette wheel, rake, dominoes and felt board game (28); and wood humidior containing a cigar cutter, humidifier and hygrometer, all sold together as a unit (34)
Deliver the Joy	78/444,314		U.S.	Printed materials, namely, catalogs featuring women's, men's and children's apparel, namely, dresses, shirts, skirts, pants, shorts, jackets, ties, coats, scarves, wraps, mufflers, hats, gloves, hosiery and footwear, sleepwear, namely, nightgowns and pajamas, and intimate apparel, namely, underpants, slips, bras and girdles; handbags and small leather goods, namely, wallets, key rings and cosmetic bags sold empty; jewelry; cosmetics, namely, fragrances; Christmas tree ornaments, cards and gift wrap; and candy (16). Retail department store services featuring women's, men's and children's apparel, namely, dresses, shirts, skirts, pants, shorts, ties, jackets, coats, scarves, wraps, mufflers, hats, gloves, hosiery and footwear, sleepwear, namely, nightgowns and pajamas, and intimate apparel, namely, underpants, slips, bras and girdles;

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				handbags and small leather goods, namely, wallets, key rings and cosmetic bags sold empty; jewelry; cosmetics, namely, fragrances; Christmas tree ornaments, cards and gift wrap; and candy (35)
Lord & Taylor	CA76481800	N/A	Canada	Clothing for women, men and children; home goods; retail catalogue and mail order services; credit services; and retail department store, beauty salon, ticket sales, decorating & restaurant services. For a more detailed list of goods, see attached Canada Trademark Registration, Serial Number CA076481800, filed on September 16, 1994.

COMMON LAW TRADEMARKS

(Not registered with U.S. Patent & Trademark Office or any other Government Authority)

Trademark	Goods/Services	Date of First Use
Advance Notice	Fashion Catalog (an annual event)	05/2004
Keepsake Gifts for the Home	Silverplate, crystal, brass and colored glass gift items, picture frames and candlesticks; also in advertisements	1993 (Date search was performed. No other "date of first use" information in file.)
Look at Us Now	Advertisements for Lord & Taylor stores that have been recently renovated	2004
Lord & Taylor Café Americanstyle	Restaurant services	Unknown
L & T Exclusive	Clothing	11/2001
Lord & Taylor Fifth Avenue Collection	Apparel	2000
Lord & Taylor Personal Shopping Services	Advertisements for personal shopping services	05/2005
Metropolitan by Lord & Taylor	Men's clothing and in advertising	04/2001

Signature Savings	Retail department store services (i.e. advertisements)	3/1982
Taylor Bear	Stuffed bear	09/2000
The Keepsake Gifts of Christmas	Retail department store services (i.e. advertisements)	1991
The Shoe Scene	Fashion catalogs; names are seasonal	12/2003
The Shoe/Boot Scene		
The Sandal Scene		
The Boot Scene		
The Men's Scene		
The Jewelry Scene		
Season name (i.e. Fall Summer, Spring & Winter) is added to above names		
Unwrap the Wonder	Christmas book, ROP ads, supporting collateral, in-store signage, shopping bags, ribbons, store windows and outside signage	05/2005