

04-19-1999



101013473

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

4.5-99 MW

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an 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 Assignment.)

04/16/1999 VBRDMN 00000150 1395209

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
50.00 DP

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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

TRADEMARK
REEL: 1884 FRAME: 0328

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

404-881-7000

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

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).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1395289"/>	<input type="text" value="1148447"/>	<input type="text" value="1143734"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Claire M. Kimball

Name of Person Signing

Claire M. Kimball

Signature

3/31/99

Date Signed

Execution Copy

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CPS HOLDING CO.
(Parent Corporation)
WITH AND INTO
CPS DEPARTMENT STORES, INC.
(Subsidiary Corporation)**

CPS Holding Co., a corporation organized and existing under the laws of the State of Delaware ("Parent Corporation"),

Does hereby certify:

FIRST: That Parent Corporation was incorporated on May 22, 1987 pursuant to the Delaware General Corporation Law.

SECOND: That Parent Corporation owns all of the issued and outstanding shares of capital stock of CPS Department Stores, Inc., a corporation incorporated on July 3 1986 pursuant to the Delaware General Corporation Law ("Subsidiary Corporation").

THIRD: That Parent Corporation, by the following resolutions of its Board of Directors, duly adopted on January 26, 1999, determined to and did merge itself with and into said Subsidiary Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes and approves the merger of Parent Corporation with and into Subsidiary Corporation and the assumption by Subsidiary Corporation of the obligations of Parent Corporation pursuant to the documents provided to the Board of Directors to effect such merger;

FURTHER RESOLVED, that the Board of Directors hereby confirms, ratifies, approves and adopts the documents provided to the Board of Directors to effect such merger and the actions taken on behalf of Parent Corporation by its officers in preparing the terms of the merger;

FURTHER RESOLVED, that the appropriate officers of Subsidiary Corporation are hereby authorized and directed, in the name of and on behalf of Subsidiary Corporation, to execute and deliver the documents to effect such merger, and

FURTHER RESOLVED, that the appropriate officers of Subsidiary Corporation are hereby authorized in the name of and on behalf of Subsidiary Corporation or otherwise, to execute and deliver all such further documents, certificates and instruments, and to take all such other

actions and to do all things as in their sole discretion may be necessary or appropriate in order to carry out the intent of the foregoing resolutions and the terms and conditions of such merger.

FOURTH: That the holders of shares of the common stock of the Subsidiary Corporation ("Subsidiary Common Stock") shall receive pro rata shares of the common stock of Parent Corporation on surrender of any certificates representing shares of Subsidiary Common Stock.

FIFTH: That the merger of Parent Corporation with and into Subsidiary Corporation was approved by unanimous written consent of the stockholders of Parent Corporation on January 26, 1999.

SIXTH: This Certificate of Ownership and Merger and the merger contemplated hereby shall become effective at 5:00 p.m. E.S.T. on January 30, 1999.

[Signature on next page]

IN WITNESS WHEREOF, CPS Holding Co. has caused this Certificate of Ownership and Merger to be executed by a duly authorized officer this 26th day of January, 1999.

CPS HOLDING CO.

By *Eric J. Martin*
Name: Eric J. Martin
Title: Exec. V. P.

State of Delaware
Office of the Secretary of State PAGE 1

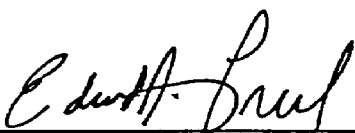
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CPS HOLDING CO.", A DELAWARE CORPORATION,
WITH AND INTO "CPS DEPARTMENT STORES, INC." UNDER THE NAME OF "CPS DEPARTMENT STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 9:12 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JANUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9549495

991037885

DATE:

01-29-99
TRADEMARK

RECORDED: 04/05/1999

REEL: 1884 FRAME: 0333