



03-03-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #26

04-04-2000



101306254

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Submission Type

- New
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Document ID #
- Correction of PTO Error
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
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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.)

04/03/2000 TTD11 00000168 50709 1183065

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01 FC:481 40.00 CH
02 FC:482 200.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
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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

Name

Address (line 1)

Address (line 2)

Address (line 3)

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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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1183065"/>	<input type="text" value="1600266"/>	<input type="text" value="1086671"/>
<input type="text" value="1598082"/>	<input type="text" value="1619818"/>	<input type="text" value="0872885"/>
<input type="text" value="1598128"/>	<input type="text" value="1004162"/>	<input type="text" value="0700881"/>

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.

Deborah M. Lodge
Name of Person Signing


Signature

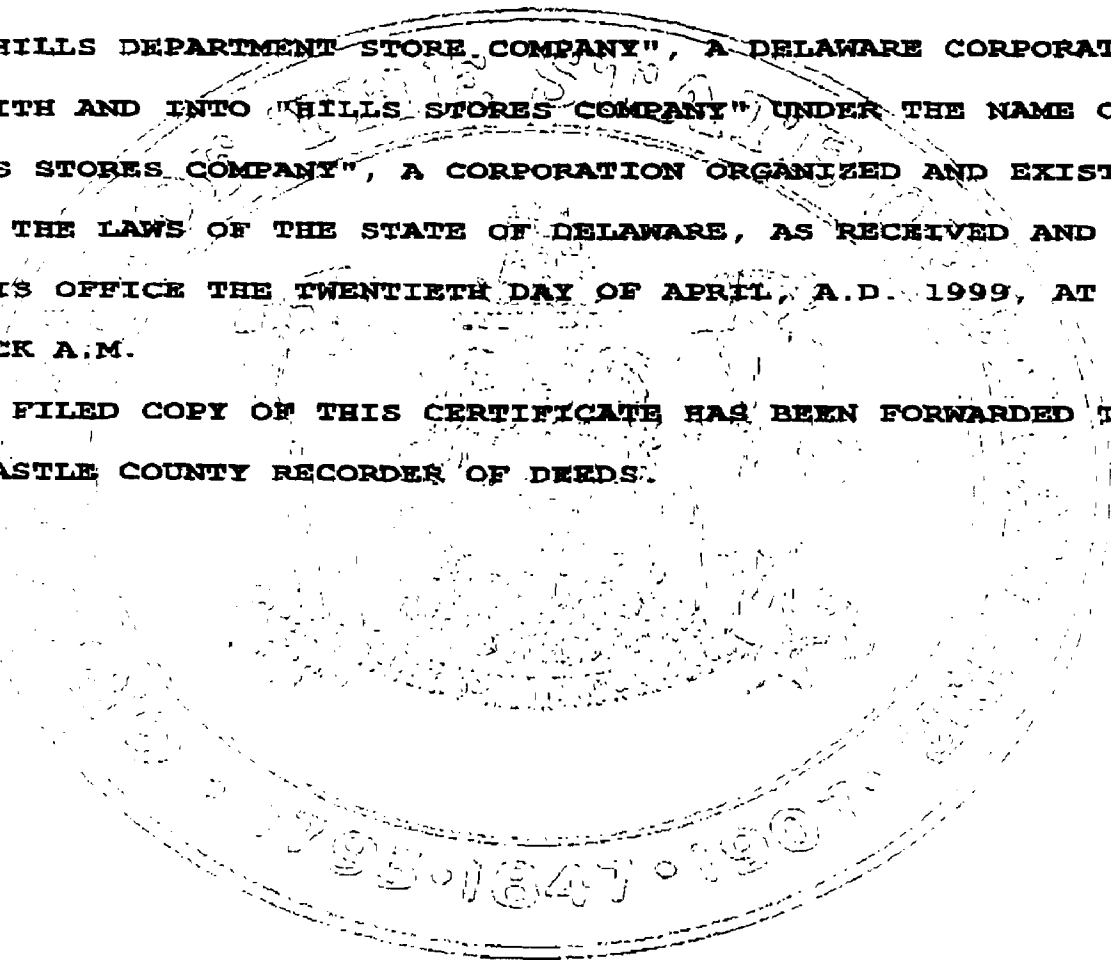
2/28/00
Date Signed

State of Delaware
Office of the Secretary of State

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:

"HILLS DEPARTMENT STORE COMPANY", A DELAWARE CORPORATION, WITH AND INTO "HILLS STORES COMPANY" UNDER THE NAME OF "HILLS STORES COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF APRIL, A.D. 1999, AT 11:03 O'CLOCK A.M.

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



2069678 8100M
991154482

Edward J. Freel
Edward J. Freel, Secretary of State
AUTHENTICATION: 9697031
DATE: 04-20-99

CERTIFICATE OF OWNERSHIP AND MERGER

of

HILLS DEPARTMENT STORE COMPANY

with and into

HILLS STORES COMPANY

(Pursuant to Section 253 of the Delaware General Corporation Law)

Hills Stores Company, a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company is incorporated under and pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of capital stock of Hills Department Store Company, a Delaware corporation ("HDSC").

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted as of March 30, 1999, determined to, and hereby does, merge HDSC with and into itself on the terms and conditions set forth in such resolutions:

RESOLVED, that the Board of Directors of Hills Stores Company deems it desirable and in the best interests of Hills Stores Company to merge with and into itself Hills Department Store Company, a Delaware corporation and wholly-owned subsidiary of Hills Stores Company; and further

RESOLVED, that, effective upon the filing of an executed Certificate of Ownership and Merger (the "Certificate of Merger") merging Hills Department Store Company with and into Hills Stores Company in accordance with Section 253 of the Delaware General Corporation Law, Hills Department Store Company shall be merged with and into Hills Stores Company (the "Merger"), the separate corporate existence of Hills Department Store Company shall cease, and Hills Stores Company shall continue as the surviving corporation as a result of the Merger and shall assume all of the liabilities and obligations of Hills Department Store Company; and further

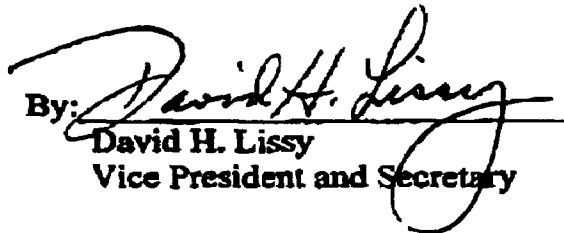
RESOLVED, that the Merger be, and the same hereby is, approved, authorized, adopted and ratified in all respects; and further

RESOLVED, that the officers of Hills Stores Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of Hills Stores Company, to take such additional lawful actions and to execute and deliver such additional agreements, documents or instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, including, but not limited to, the execution and filing with the Secretary of State of Delaware of the Certificate of Merger, the authority for the taking of such actions and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby; and further

RESOLVED, that all actions heretofore taken by any officer, representative or agent of Hills Stores Company in connection with the matters referred to in the foregoing resolutions, be and the same hereby are, ratified, approved and confirmed in all respects.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed as of March 30, 1999.

HILLS STORES COMPANY

By: 
David H. Lissy
Vice President and Secretary