

*mpd*  
*3-30-01*

10-18-2001



RECOF 101867894  
TRADEMARKS ONLY

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

**Submission Type**

New

Resubmission Document ID # \_\_\_\_\_ (Non-Recordation)

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # 1881 Frame # 0150

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other To correct name of receiving party

Effective Date  
Month Day Year  
01 28 1997

**Conveyance Party**

Enter Additional Conveying Party

Mark if additional names of conveyance parties attached

Name Younkens, Inc. Execution Date Month Day Year 01 28 1997

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship State of Incorporation/Organization Delaware

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name Proffitt's, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 750 Lakeshore Parkway 440E

Address (line 2) \_\_\_\_\_

Address (line 3) Birmingham Alabama 35211  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  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 the Assignment.)

Corporation  Association

Other \_\_\_\_\_

Citizenship State of Incorporation/Organization Tennessee

10/18/2001 6TON11 00000121 160605 1830831

01 FC:482 400.00 CH

**FOR OFFICE USE ONLY**

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice, DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**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)

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="1,830,831"/>	<input type="text" value="1,795,406"/>	<input type="text" value="1,711,880"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,794,012"/>	<input type="text" value="1,790,488"/>	<input type="text" value="1,751,675"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,795,407"/>	<input type="text" value="1,835,502"/>	<input type="text" value="1,713,853"/>

**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.

Ginabeth B. Hutchison

Name of Person Signing

*Ginabeth B. Hutchison*  
Signature

10/15/01  
Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

**Conveying Party**

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

**Execution Date**

Month Day Year  
01 28 99

Name Younkens, 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 Proffitt's, Inc.

DBA/AK/TA

Composed of

Address (line 1) 750 Lakeshore Parkway

Address (line 2)

Address (line 3) Birmingham AL 35211  
City State/Country Zip Code

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Corporation  Association

Other

Citizenship State of Incorporation/Organization

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**Trademark Application Number(s)**

**Registration Number(s)**

Grid of 8 rows and 3 columns of empty boxes for Trademark Application Number(s).

Grid of 8 rows and 3 columns of boxes for Registration Number(s).  
1,715,799 1,312,447  
1,387,118  
1,287,435  
1,736,642  
1,418,794  
1,789,480  
1,720,364

04-12-1999



101008606

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

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
- Change of Name
- Other

Effective Date  
Month Day Year  
02 01 97

3-31-99

Conveying Party

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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/AKA/TA

Composed of

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Address (line 2)

Address (line 3)

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- Other

Citizenship/State of Incorporation/Organization

04/08/1999 DMGUYEN 00000218 1830831

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01 FC:481 40.00 OP  
02 FC:482 400.00 OP

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TRADEMARK  
REEL: 002350 FRAME: 0485

**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.

#

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Registration Number(s)

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

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Deposit Account

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

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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

*Claire M. Kimball*

March 26, 1999

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

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

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
01 28 97

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

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Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 01/31/97

REQUEST NUMBER: 3277-2018

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 01/31/97 1054

EFFECTIVE DATE/TIME: 02/01/97 2330

CONTROL NUMBER: 0025344

TO:  
BUTLER, SNOW, O'MARA ETL  
P.O. BOX 22567

JACKSON, MS 29225-2567

RE:  
PROFFITT'S, INC.  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 01/31/97

FROM:  
BUTLER, SNOW, O'MARA STEVENS & CANNADA  
P.O. BOX 22567

	FEEES	
RECEIVED:	\$200.00	\$200.00
TOTAL PAYMENT RECEIVED:		\$400.00

JACKSON, MS 39225-2567

RECEIPT NUMBER: 0000206274  
ACCOUNT NUMBER: 00008270



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

TRADEMARK

REEL: 002350 FRAME: 0488

FILED RECEIVED  
SECRETARY OF STATE

97 JAN 31 AM 10:54

RILEY DARNELL  
SECRETARY OF STATE

ARTICLES OF MERGER OF

YOUNKERS, INC.,  
A DELAWARE CORPORATION

INTO

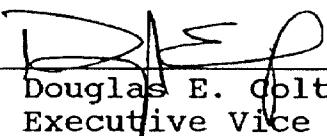
PROFFITT'S, INC.,  
A TENNESSEE CORPORATION  
(The Surviving Corporation)

Pursuant to the provisions of Section 48-21-101, et seq. of the Tennessee Business Corporation Act, and Section 251, et seq. of the Delaware General Corporation Law, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The attached Plan of Merger was approved by each of the undersigned corporations in the manner prescribed by the Tennessee Business Corporation Act and the Delaware General Corporation Law.
2. The surviving corporation shall be:  
  
Proffitt's, Inc.
3. This Merger shall be effective as of 11:30 p.m., Central Standard Time, on February 1, 1997.

Dated: January 28, 1997.

PROFFITT'S, INC.

BY:   
Douglas E. Coltharp  
Executive Vice President

Signature Date: January 28, 1997

YOUNKERS, INC.

BY:   
James E. Glasscock,  
Executive Vice President

Signature Date: January 28, 1997

218S.D01114