FORM PTO-1618A Expires 06/30/99 MB 0651-0027 

RECOF

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

Submission 1	Гуре	Conveyance Type			
New		Assignment	Lic	ense	
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame #		Security Agreement Merger Change of Name	Nunc Pro Tunc Assignment		
			Effective Date		
			Month 01	28	Ye ar 1997
X Corrective I	Oocument Reel # 1881 Frame # 0150	X Other To correct	t name of rece	eiving party	
Conveyance Enter Additional	Party Conveying Party	Mark if addition	Exe	cution	Date
Name	Younkers, Inc.		Month 01	28	Year 1997
Formerly					
Individual	General Partnership Limited	Partnership X Corporation	[Association	
Other			***************************************		
X Citizenship	State of Incorporation/Organization Delaware			· · · · · · · · · · · · · · · · · · ·	
Receiving Pa		Mark if addition	onal names of	receiving pa	rties attached
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Receiving Pa Enter Additional	rty Receiving Party	Mark if addition	onal names of		rties attached
Receiving Pa Enter Additional Name	rty Receiving Party	Mark if addition	onal names of	receiving pa	rties attached
Receiving Pa Enter Additional Name DBA/AKA/TA	rty Receiving Party Proffitt's, Inc.	Mark if addition	onal names of	receiving pa	rties attached
Receiving Pa Enter Additional Name DBA/AKA/TA Composed of	rty Receiving Party Proffitt's, Inc. 750 Lakeshore Parkway	Mark if addition	onal names of	receiving pa	rties attached
Receiving Pa Enter Additional Name DBA/AKA/TA Composed of Address (line 1)	rty Receiving Party Proffitt's, Inc. 750 Lakeshore Parkway		onal names of	receiving pa	urties attached
Receiving Pa Enter Additional Name DBA/AKA/TA Composed of Address (line 1)	rty Receiving Party Proffitt's, Inc. 750 Lakeshore Parkway Birmingham City	ma		Zip Code	40E
Receiving Pa Enter Additional Name DBA/AKA/TA Composed of Address (line 1) Address (line 2) Address (line 3)	rty Receiving Party Proffitt's, Inc. 750 Lakeshore Parkway Birmingham City	ma State/Country		Zip Code If document an assignme receiving par	to be recorded is not and the try is not
Receiving Pa Enter Additional Name DBA/AKA/TA Composed of Address (line 1) Address (line 2) Address (line 3)	rty Receiving Party Proffitt's, Inc. 750 Lakeshore Parkway Birmingham City General Partnership Limited	ma State/Country		Zip Code If document an assignme receiving pardomiciled in an appointment appointme	to be recorded is not and the the United State ent of a domesti
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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

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FORM PTO-1618B
Expires 06/30/99
MB 0651-0027

Page 2

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Domestic Rep	presentative Name and Ad	ddress Enter for the first Receiving Party only
Name		
Address (line 1)		
Address (line 2)		
Address (line 3)		
Address (line 4)		
Corresponde	nt Name and Address	Area Code and Telephone Number 404/881-7145
Name	Ginabeth B. Hutchison	
Address (line 1)	Alston & Bird LLP	
Address (line 2)	1201 W. Peachtree Street	
Address (line 3)	Atlanta, GA 30309-3423	
Address (line 4)		
Pages	Enter the total numb	er of pages of the attached conveyance document # including any attachments.
Trademark Ar	onlication Number(s) or R	Registration Number(s)
Enter either the	oplication Number(s) or R Trademark Application Number of the second se	or the Registration Number (DO NOT ENTER BOTH numbers for the same property). Ber(s) Registration Number(s)
Enter either the	Frademark Application Number	or the Registration Number (DO NOT ENTER BOTH numbers for the same property). Der(s) Registration Number(s) 1,830,831 1,795,406 1,711,880
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FORM PTO-1618C Expires 06/30/99 MB 0651-0027

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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

	Conveying Party	Execution Date
Name	Younkers, Inc.	Month Day Year 01 28 99
Formerly		
Individual	General Partnership Limited Partnership Corporation	Association
Other		
X Citizenship S	tate of Incorporation/Organization Delaware	
Receiving Par Enter Additional		onal names of receiving parties attached
Name	Proffitt's, Inc.	
DBA/AKA/TA		
Composed of		
Address (line 1)	750 Lakeshore Parkway	
Address (line 2)		
Address (line 3)	Birmingham AL State/Country	35211 Zip Code
Individual	General Partnership Limited Partnership	If document to be recorded is an assignment and the
Corporation	Association	receiving party is not domiciled in the United State
Other		an appointment of a domesti representative should be
	tate of Incorporation/Organization	attached. (Designation must
Citizenship S		be a separate document from the Assignment.)
	oplication Number(s) or Registration Number(s) Mark if addition	
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FORM PTO-1618A Expires 06/30/09 • OMB 0651-0027

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RECORDATION FORM COVER SHEET

	MARKS ONLY
	Please record the attached original document(s) or copy(ies).
Submission Type	Conveyance Type
X New	Assignment License
Resubmission (Non-Recordation)	Security Agreement Nunc Pro Tunc Assignment
Document ID #	Effective Date
Correction of PTO Error	X Merger Month Day Year
Reel# Frame #	Change of Name
Corrective Document Reel # Frame #	Other
Conveying Party	Made Madditional names of conveying parties attached
	Mark it additional names of conveying parties attached Execution Date Month Day Year
Name Younkers, Inc.	01 28 97
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Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
X Citizenship/State of Incorporation/Organization	tion Delaware
Receiving Party	Mark If additional names of receiving parties attached
Name Proffitt's Inc.	
DBA/AKA/TA	
Composed of	
Address (une 1) 750 Lakeshore Parkway	
Address (line 2)	
Address (line 1) Birmingham	Alabama 35211
Individual General Partnership	State/Country If document to be recorded is an assignment and the receiving party is
X Corporation Association	not domiciled in the United States, an appointment of a domestic
Other	representative should be attached. (Designation must be a separate document from Assignment.)
X Citizenship/State of Incorporation/Organizat	
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1481 40.00 OP 1482 400.00 OP	
	approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and the burden estimate to the U.S. Patent and Trademark Office, Chief Motomadon Officer, Washington, Office and County of the
B.C. 2021 and to the Office of information and Regulatory Artists, Office of manual information Collection Budget Package 0661-0027, Patent and Tradomerk Assign	persons and Budget, Papermork Reduction Project (9661-4927), Washington, D.C. 20601. See OMB more Projectics. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS directly with resourced cover sheet(s) information to:

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

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Domestic R	epresentative Name	e and Address Enter for the first Re	ceiving Party only.
` Name			
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Address (line 4)			The second secon
Correspond	lent Name and Addi	ress Area Code and Telephone Number 4	04-881-7000
Name	Claire M. Kimball		
Address (line 1)	Alston & Bird LLP		
Address (line 2)	One Atlantic Cente	<u> </u>	
Address (line 3)	1201 West Peachtre	e Street	
Address (line 4)	Atlanta, Georgia	30309-3424	
Pages		r of pages of the attached conveyance do	cument # 2
Trademark	including any attachm Application Number	r(s) or Registration Number(s)	Mark if additional numbers attached
		ber <u>or</u> the Registration Number (DO NOT ENTER BOT	
Trac	demark Application Nu		ation Number(s)
		1830831	1795406 1711880
		1794012	1790488 1751675
		1795407	1835502 1713853
Number of	Properties Enter th	ne total number of properties involved.	# 17
Fee Amour		ount for Properties Listed (37 CFR 3.41):	
	of Payment:	Enclosed X Deposit Account	\$ 440,00
Deposit /	Account		
(Enter for p	payment by deposit account o	or if additional fees can be charged to the account.) Deposit Account Number:	#
		Authorization to charge additional fees:	Yes No
Statement a	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			
indi	cated herein.	01000011001-10	401 . 1 41 1000
	M. Kimball	<u> </u>	March 26, 1999 Date Signed
Name	of Person Signing	Signature	vate Signed

TRADEMARK REEL: 002350 FRAME: 0486 FORM PTO-1618C Expires 06/30/99

RECORDATION FORM COVER SHEET CONTINUATION

U.S. Department of Commerce Patent and Trademark Office

OMB 0651-0027	TRADEMARKS ONLY	TRADEMARK	
Conveying Enter Additional		es attached Execution Date Month Day Year	
Name _	Younkers, Inc.	01 28 97	
Formerly			
Individua	General Partnership Limited Partnership X Corporation	Association	
Other [
	nip State of Incorporation/Organization Delaware		
Receiving F Enter Additional	Party Receiving Party Mark if additional names of receiving parties attace	hed	
Name	Proffitt's, Inc.		
DBA/AKA/TA			
Composed of			
Address (line 1)	750 Lakeshore Parkway		
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Address (line 3)	h i i i i i i i i i i i i i i i i i i i	35211	
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.)			
	hip/State of Incorporation/Organization Tennessee		
	Application Number(s) or Registration Number(s) Mark Trademark Application Number or the Registration Number (DO NOT ENTER BOTH number)	if additional numbers attached	
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	1715799 1736642		
	1387118 141879	4 1312447	
	1287435 178948	0	
l			

TRADEMARK

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, SNWO, 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 SURVEYING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

JACKSON, MS 39225-2567

ON DATE: 01/31/97

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

RECEIVED:

\$200.00

TOTAL PAYMENT RECEIVED:

\$400.00

RECEIPT NUMBER: 0000206274 ACCOUNT NUMBER: 00008270

FEES \$200.00

RILEY C. DARNELL SECRETARY OF STATE

TRADEMARK REEL: 002350 FRAME: 0488 FILEDS OF STATE

97 JAN 31 AN 10: 54

RILEY DARKELL
SECRETARY OF STATE

ARTICLES OF MERGER OF

人名德伊罗 澳利托姆

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:

- 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.

3Y:

Douglas E. doltharp

Executive Vice President

Signature Date: January 28, 1997

YOUNKERS, INC.

BY:

James E. Glásscock,

Executive Vice President

Signature Date: <u>January 28, 1997</u>

218S.D01114

TRADEMARK REEL: 002350 FRAME: 0489

RECORDED: 03/30/2001