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Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Fay's Incorporated
7245 Henry Clay Blvd
Liverpool, NY 13088
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

2. Name and address of receiving party(ies)
Name: Eckerd Corporation
Internal _____
Address: _____
Street Address: 8333 Bryan Dairy Rd
City: Largo State: FL Zip: 33777-1213
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

Execution Date: 12/31/1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,705,367
FREE-BATE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Alan S. Langer, Esq.
Internal Address: Legal Dept
J. C. Penney Corporation, Inc.


6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

Street Address: 6501 Legacy Drive
08/06/2002 AHMED1 00000095 1705367
40.00 DP
City: Plano State: TX Zip: 75024-3698

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Robert E. Lewis
Vice President, General
Counsel & Secretary

Signature

7-17-02
Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002556 FRAME: 0538

CT-07

CERTIFICATE OF MERGER
OF
FAY'S INCORPORATED
INTO
ECKERD CORPORATION
(UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW)

CT-07

1. The names of the constituent corporations are Eckerd Corporation and Fay's Incorporated. Fay's Incorporated was formed under the name Fay's Drug Company, Inc. Eckerd Corporation shall be the corporation surviving the merger.

2. Eckerd Corporation has 100 shares of voting common stock outstanding. Fay's Incorporated has 10 shares of voting common stock outstanding.

3. The effective date of the merger of Fay's Incorporated into Eckerd Corporation on December 31, 1998.

4. The merger was approved by the respective Boards of Directors and stockholders of Eckerd Corporation and Fay's Incorporated by Unanimous Written Consent to Action and the merger is permitted by the laws of the State of Delaware and is in compliance therewith.

5. Eckerd Corporation has incorporated under the laws of the State of Delaware on October 31, 1996. Eckerd Corporation's application for authority to do business in the State of New York has not been filed with the Department of State of New York and Eckerd Corporation is not to do business in the State of New York until an application for such authority shall have been filed with the Department of State of New York.

6. The Certificate of Incorporation of Fay's Incorporated was filed by the Department of State of New York on October 20, 1966.

7. Eckerd Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Fay's Incorporated and for the enforcement of the right of shareholders of Fay's Incorporated to receive payment, if any, for their shares.

8. Subject to the provisions of Section 623 of the Business Corporation Law, Eckerd Corporation agrees to promptly pay to the shareholders of Fay's Incorporated the amount, if any, to which they shall be entitled under the provisions of Chapter 9 of the Business Corporation Law of New York relating to the right of shareholders to receive payment for their shares.

9. The Secretary of State of the State of New York is hereby designated as agent upon whom process against Fay's Incorporated may be served in the manner set forth in

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paragraph (b) of Section 306 in any action or special proceeding and the Secretary of State of the State of New York shall mail such process to Eckerd Corporation, Post Office Box 4689, Clearwater, Florida 33758.

10. All fees and taxes (including penalties and interest) administered by the New York Department of Taxation and Finance which are now due and payable by Fay's Incorporated have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by Fay's Incorporated. Said report, if estimated, is subject to amendment. Eckerd Corporation hereby agrees that it will, within 30 days after the filing of the Certificate of Merger, file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the New York Department of Taxation and Finance all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent corporation.

IN WITNESS WHEREOF, each of Fay's Incorporated and Eckerd Corporation has caused this certificate to be signed by Francis A. Newman, its President, and attested by Robert E. Lewis, its Secretary, on the 15th day of December, 1998.

ECKERD CORPORATION

By: [Signature]
Name: Robert E. Lewis
Its: Secretary

By: [Signature]
Name: Francis A. Newman
Its: President

FAY'S INCORPORATED

By: [Signature]
Name: Robert E. Lewis
Its: Secretary

By: [Signature]
Name: Francis A. Newman
Its: President

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981218000718

CT-07

CERTIFICATE OF MERGER
OF
FAY'S INCORPORATED
INTO
ECKERD CORPORATION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

ACC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 18 1998
TAX \$ _____
BY: *PTK*

ECKERD CORPORATION
8333 BRYAN DAIRY ROAD
LARGO, FL 33777

Dec 17 4 16 PM '98

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981218000753

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DEC 21 1998



A handwritten signature in black ink, appearing to read "J. Clark", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

TRADEMARK

REEL: 002556 FRAME: 0542

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 MERGER, WHICH MERGES:

"FAY'S INCORPORATED", A NEW YORK CORPORATION,
 WITH AND INTO "ECKERD CORPORATION" UNDER THE NAME OF "ECKERD CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 1998, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

2679011 8100M

9470706

DATE:

981488173

12-17-98
TRADEMARK

REEL: 002556 FRAME: 0543

CERTIFICATE OF MERGER
MERCING
FAY'S INCORPORATED
INTO
ECKERD CORPORATION
(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

ECKERD CORPORATION hereby certifies that:


- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) Fay's Incorporated, a New York corporation; and
 - (b) Eckerd Corporation, a Delaware corporation.
- (2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Fay's Incorporated and by Eckerd Corporation in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is Eckerd Corporation. The merger shall be effective at 11:59 p.m. Eastern Time on December 31, 1998.
- (4) The certificate of incorporation of Eckerd Corporation shall be the certificate of incorporation of the surviving corporation.
- (5) The surviving corporation is a Delaware corporation.
- (6) The executed Agreement and Plan of Merger is on file at the principal place of business of Eckerd Corporation at 8333 Bryan Dairy Road, Largo, Florida 33777.
- (7) A copy of the Agreement and Plan of Merger will be furnished by Eckerd Corporation, on request and without cost, to any stockholder of Fay's Incorporated or Eckerd Corporation.
- (8) The authorized capital stock of Fay's Incorporated is 1,000 shares of Common Stock, \$1.00 par value.

IN WITNESS WHEREOF, Eckerd Corporation has caused this certificate to be signed by Francis A. Newman, its President, and attested by Robert E. Lewis, its Secretary, on the 15th day of December, 1998.

ECKERD CORPORATION

By: 
Name: Francis A. Newman
Its: President

ATTEST:

By: 
Name: Robert E. Lewis
Its: Secretary