

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hills Stores Company		03/30/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AMES DEPARTMENT STORES, INC.
Street Address:	2418 Main Street
City:	Rocky Hill
State/Country:	CONNECTICUT
Postal Code:	06067
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1390916	JASMINE

CORRESPONDENCE DATA

Fax Number: (312)831-0343

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-831-9800

Email: tmlaw@dineff.com

Correspondent Name: DINEFF TRADEMARK LAW LIMITED

Address Line 1: 820 West Jackson Blvd.

Address Line 2: Suite 370

Address Line 4: Chicago, ILLINOIS 60607

NAME OF SUBMITTER:

Dianna L. Daly

Total Attachments: 3

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Office of the Secretary of State

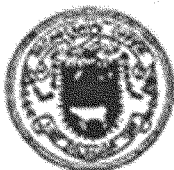
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HILLS STORES COMPANY", A DELAWARE CORPORATION,
WITH AND INTO JAMES DEPARTMENT STORES, INC. " UNDER THE NAME
OF "JAMES DEPARTMENT STORES, INC.", 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 11:04 O'CLOCK A.M.

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

0581827 8100M

991154490


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9697119

04-20-99

CERTIFICATE OF OWNERSHIP AND MERGER

of

HILLS STORES COMPANY

with and into

AMES DEPARTMENT STORES, INC.

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

Ames Department Stores, Inc., 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 Stores Company, a Delaware corporation ("Hills").

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
Hills with and into itself on the terms and conditions set forth in such resolutions:

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

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

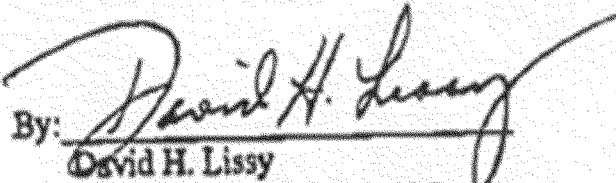
RESOLVED, that the Merger be, and the same hereby is,
approved, authorized, adopted and ratified in all respects; and further

RESOLVED, that the officers of Ames Department Stores, Inc. be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of Ames Department Stores, Inc., 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 Ames Department Stores, Inc. 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.

AMES DEPARTMENT STORES, INC.

By: 
David H. Lissy
Senior Vice President and Secretary