

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/04/1992		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Allied Stores Corporation		02/04/1992	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Federated Department Stores, Inc.		
Street Address:	7 West Seventh Street		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45202		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	1378675	BELGIQUE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)336-8001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 336-8000		
Email:	ptodocket@arelaw.com		
Correspondent Name:	Max Vern		
Address Line 1:	90 Park Avenue		
Address Line 2:	Amster, Rothstein & Ebenstein LLP		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	33758/20		
NAME OF SUBMITTER:	Max Vern		
Signature:	/Max Vern/		

CH \$40.00 1378675

Date:

02/02/2006

**Total Attachments: 5**

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Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "ALLIED STORES CORPORATION" MERGING WITH AND INTO "FEDERATED DEPARTMENT STORES, INC." UNDER THE NAME OF "FEDERATED DEPARTMENT STORES, INC." AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF FEBRUARY, A.D. 1992, AT 9 O'CLOCK A.M.

\* \* \* \* \*



722161152

*Michael Ratchford*

Michael Ratchford, Secretary of State

AUTHENTICATION: \*3478117

DATE: 06/09/1992

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger, dated as of February 4, 1992 (this "Agreement"), is made and entered into by and between Federated Department Stores, Inc., a Delaware corporation ("Federated"), and Allied Stores Corporation, a Delaware corporation ("Allied").

**RECITALS**

A. A plan of reorganization of Federated, Allied, and certain of their subsidiaries (the "Plan") has been confirmed by the United States Bankruptcy Court for the Southern District of Ohio, Western Division, in Consolidated Case No. 1-90-00130;

B. Section 303 of the General Corporation Law of the State of Delaware (the "DGCL") provides that, among other things, any corporation incorporated under the DGCL may, pursuant to a plan of reorganization which has been confirmed by a court of competent jurisdiction, merge or consolidate without any further action by its directors or stockholders;

C. The Plan provides for the execution and delivery of this Agreement by each of Federated and Allied;

D. Prior to the Effective Date (as defined in the Plan), the authorized capital stock of Federated consisted of 1,000 shares of common stock, par value \$1.00 per share (the "Federated Common Stock"), of which one share was issued and outstanding;

E. Prior to the Effective Date, the authorized capital stock of Allied consisted of (i) 1,000,000 shares of common stock, par value \$.01 per share (the "Allied Common Stock"), of which 1,588 shares were issued and outstanding, and (ii) 19,000,000 shares of preferred stock, par value \$.01 per share, of which 14,311,008 shares of \$3.3125 Redeemable Cumulative Exchangeable Preferred Stock, Series A (the "Allied Preferred Stock"), were issued and outstanding; and

F. Pursuant to the Plan, each share of Federated Common Stock, Allied Common Stock, and Allied Preferred Stock issued and outstanding or held in the applicable issuer's treasury was canceled and retired.

NOW, THEREFORE, in consideration of the mutual agreements herein set forth, the parties hereto hereby agree as follows:

## I. The Merger

1.1. Merger. At the Effective Time (as defined below), Allied will be merged with and into Federated and the separate corporate existence of Allied will thereupon cease (the "Merger") in accordance with the applicable provisions of the DGCL.

1.2. Effective Time. On or as promptly as practicable following the Effective Date, Federated and Allied (the "Constituent Corporations") will cause a copy of this Agreement to be filed with the Secretary of State of the State of Delaware as provided in Section 303(c) of the DGCL, whereupon the Merger will become effective (the "Effective Time").

## II. Effects of the Merger

2.1. Effects of Merger. Federated will be the surviving corporation in the Merger (the "Surviving Corporation") and will continue to be governed by the laws of the State of Delaware, and the separate corporate existence of Federated and all of its rights, privileges, immunities, and franchises, public or private, and all of its duties and liabilities as a corporation organized under the DGCL, will continue unaffected by the Merger. The Merger will have the effects specified in the DGCL.

2.2. Certificate of Incorporation. The Restated Certificate of Incorporation of Federated in effect immediately prior to the Effective Time will be amended and restated at the Effective Time to read in its entirety as set forth in Annex A hereto and, from and after the Effective Time and until amended in accordance with its terms and the DGCL, will constitute the Restated Certificate of Incorporation of the Surviving Corporation.

2.3. By-Laws. The By-Laws of Federated in effect immediately prior to the Effective Time will be amended and restated at the Effective Time to read in their entirety as set forth in Annex B hereto and, from and after the Effective Time and until amended in accordance with their terms and the DGCL, will constitute the By-Laws of the Surviving Corporation.

2.4. Directors. From and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation, or removal in accordance with the terms of the Certificate of Incorporation and By-Laws of the Surviving Corporation and the DGCL, the persons listed on Annex C hereto will be the Directors of the Surviving Corporation.

2.5. Officers. From and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation, or removal in accordance with the terms of the Certificate of Incorporation and By-Laws of the Surviving Corporation and the DGCL, the officers of Federated immediately prior to the Effective Time will be the officers of the Surviving Corporation.

2.6. Issuance of Shares. At the Effective Time, the Surviving Corporation will issue shares of its common stock, par value \$.01 per share, to those persons and entities specified in the Plan in the manner and on the terms set forth in the Plan.

### III. Miscellaneous

3.1. Entire Agreement. This Agreement contains the entire agreement among the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements among the parties with respect to such matters.

3.2. Governing Law. This Agreement will be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to the principles of conflict of laws thereof.

3.3. Counterparts. This Agreement may be executed in any number of counterparts, each of which will be deemed to be an original but all of which together will constitute but one agreement.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the authority granted to them pursuant to the Plan, have caused this Agreement to be duly executed as of the date first above written.

ATTEST:



Boris Auerbach  
Secretary

FEDERATED DEPARTMENT STORES, INC.

By: 

Dennis J. Broderick  
Senior Vice President

ATTEST:



Boris Auerbach  
Secretary

ALLIED STORES CORPORATION

By: 

Dennis J. Broderick  
Senior Vice President