

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The May Department Stores Company LLC		08/30/2005	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Federated Department Stores, Inc.
Street Address:	7 West Seventh Street
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2366267	FILENE'S BASEMENT

CORRESPONDENCE DATA

Fax Number: (212)336-8001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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, NORTH DAKOTA 10016

ATTORNEY DOCKET NUMBER:	33794/94
NAME OF SUBMITTER:	Max Vern

CH \$40.00 2366267

Signature:	/Max Vern/
Date:	07/07/2006
Total Attachments: 4 source=May Dept Stores LLC - FDS Merger#page1.tif source=May Dept Stores LLC - FDS Merger#page2.tif source=May Dept Stores LLC - FDS Merger#page3.tif source=May Dept Stores LLC - FDS Merger#page4.tif	

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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, WHICH MERGES:

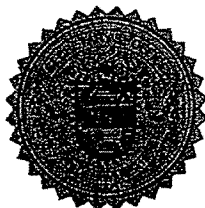
"THE MAY DEPARTMENT STORES COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "FEDERATED DEPARTMENT STORES, INC." UNDER THE NAME OF "FEDERATED DEPARTMENT STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2005, AT 7:31 O'CLOCK A.M.

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

2078197 8100M

050712204



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4123091

DATE: 08-30-05

TRADEMARK
REEL: 003343 FRAME: 0462

MERGER AGREEMENT
OF
THE MAY DEPARTMENT STORES COMPANY LLC
WITH AND INTO
FEDERATED DEPARTMENT STORES, INC.

This Merger Agreement (this "*Agreement*") is dated as of August 30, 2005, by and between Federated Department Stores, Inc., a Delaware corporation ("*Federated*"), and The May Department Stores Company LLC, a Delaware limited liability company ("*Merger Sub*") and wholly owned subsidiary of Federated.

1. Merger; Effective Time. Upon the terms and subject to the conditions of this Agreement, in accordance with the Delaware General Corporation Law (the "*DGCL*") and the Delaware Limited Liability Company Act (the "*Act*"), Merger Sub will be merged with and into Federated (the "*Merger*"). Federated will be the surviving corporation (hereinafter referred to sometimes as the "*Surviving Corporation*") of the Merger, and the separate existence of Merger Sub shall cease at the Effective Time (as defined below). The Merger will be effective as of the date and at such time as this Agreement and any other documents necessary to effect the Merger in accordance with the DGCL and Act are duly filed with the Secretary of State of the State of Delaware (the time the Merger becomes effective being referred to herein as the "*Effective Time*").

2. Capitalization.

(a) Cancellation of Limited Liability Company Interest. Federated is Merger Sub's sole member. At the Effective Time, by virtue of the Merger and without any further action on the part of Merger Sub or Federated, Federated's membership interest in Merger Sub will be cancelled, and no payment will be made with respect thereto.

(b) Securities of Federated Outstanding. Each share of common stock, par value \$0.01 per share, of Federated (the "*Common Stock*") issued and outstanding immediately before the Effective Time shall thereafter continue to represent one validly issued, fully paid and nonassessable share of Common Stock.

3. Governing Documents.

(a) At the Effective Time, the Certificate of Incorporation of Federated in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation and the Bylaws of Federated in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

(b) At the Effective Time, the Limited Liability Company Agreement of Merger Sub (the "*LLC Agreement*") shall have no further force or effect, except (i) for those provisions that, by their terms, survive the termination of the LLC Agreement and (ii) that the Surviving Corporation shall assume the obligations of Merger Sub set forth in Article 6 of the LLC Agreement.

4. Principal Office. The location of the principal office of Federated is 7 West Seventh Street, Cincinnati, Ohio 45202.

5. Directors and Officers. At the Effective Time, the directors and officers of Federated immediately prior to the Effective Time shall be the directors and officers (holding the same titles and positions) of the Surviving Corporation, and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

6. Further Assurances. After the Effective Time, Federated and its officers and directors may execute and deliver such deeds, assignments, assurances and other documents and do all other things necessary or desirable to vest, perfect or confirm title to Merger Sub's property or rights in Federated, and otherwise carry out the purposes of the Merger in the name of Merger Sub or otherwise.

7. Approval of Merger. The Merger has been duly approved by the Board of Directors and the sole member of Merger Sub in accordance with the Act and the LLC Agreement. The Merger has been duly approved by the Board of Directors of Federated in accordance with Sections 251 and 264 of the DGCL and without a vote of stockholders due to the satisfaction of the conditions set forth in the first sentence of Section 251(f) of the DGCL.

8. Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger abandoned by the Boards of Directors of Merger Sub or Federated, notwithstanding approval of this Agreement by Merger Sub's sole member and by such boards of directors.

9. Amendment. At any time before the Effective Time, this Agreement may be amended, modified or supplemented by the Boards of Directors of Merger Sub and Federated, notwithstanding approval of this Agreement by the sole member of Merger Sub and by such boards of directors; provided, however, that no such amendment, modification or supplement not approved by the sole member of Merger Sub may materially adversely affect the benefits intended under this Agreement for the sole member of Merger Sub.

10. Governing Law. This Agreement will be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts entered into and to be performed wholly within the State of Delaware, without regard to principles of conflict of laws.

11. Counterparts. This Agreement may be executed in any number of counterparts, each of which will be an original as regards any party whose signature appears thereon and all of which together will constitute one and the same instrument.

12. Headings. The headings preceding the text of the sections and subsections of this Agreement are for convenience only and shall not be deemed part of this Agreement.

[Signatures on the Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

FEDERATED DEPARTMENT STORES,
INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Senior Vice President,
General Counsel and Secretary

THE MAY DEPARTMENT STORES
COMPANY LLC

By: /s/ Ronald W. Tysoe
Name: Ronald W. Tysoe
Title: President

CLL-1316941v1