

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J.C. Penney Private Brands, Inc.		06/06/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	J. C. Penney Purchasing Corporation		
Street Address:	6501 Legacy Drive		
City:	Plano		
State/Country:	TEXAS		
Postal Code:	75024		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85171412	THE FOUNDRY SUPPLY CO.	
Serial Number:	85171702	THE FOUNDRY SUPPLY CO.	
Serial Number:	85173481	THE FOUNDRY	
Serial Number:	85173366	THE FOUNDRY	
CORRESPONDENCE DATA			
Fax Number:	(972)431-1133		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	972-431-1267		
Email:	trademarks@jcpenney.com		
Correspondent Name:	Kayla Carter Owens		
Address Line 1:	6501 Legacy Drive		
Address Line 4:	Plano, TEXAS 75024		
ATTORNEY DOCKET NUMBER:	FOUNDRY ASSIGNMENTS		
NAME OF SUBMITTER:	Kayla Carter Owens		

OP \$115.00 85171412

900193649

**TRADEMARK
 REEL: 004555 FRAME: 0109**

Signature:	/Kayla Carter Owens/
Date:	06/06/2011
Total Attachments: 9 source=JCPPC#page1.tif source=JCPPC#page2.tif source=JCPPC#page3.tif source=JCPPC#page4.tif source=JCPPC#page5.tif source=JCPPC#page6.tif source=JCPPC#page7.tif source=JCPPC#page8.tif source=JCPPC#page9.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"J. C. PENNEY PRIVATE BRANDS, INC.", A DELAWARE CORPORATION, WITH AND INTO "J.C. PENNEY PURCHASING CORPORATION" UNDER THE NAME OF "J.C. PENNEY PURCHASING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2011, AT 10:49 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF JANUARY, A.D. 2011.

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

4932215 8100M

110085722




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8529444

DATE: 01-31-11

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004555 FRAME: 0111

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
J. C. PENNEY PRIVATE BRANDS, INC.
with and into
J. C. PENNEY PURCHASING CORPORATION

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

J. C. Penney Private Brands, Inc., a corporation organized and existing under the laws of the State of Delaware ("Corporation"), hereby certifies that:

FIRST: The Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware on July 18, 1969 under the name J. C. Penney Europe, Inc. A Certificate of Amendment changing its name to J. C. Penney Private Brands, Inc. was filed with the Secretary of State of the State of Delaware on May 28, 1999.

SECOND: The Corporation owns 100% of the outstanding shares of the capital stock of J. C. Penney Purchasing Corporation, a corporation organized on June 17, 1959, pursuant to the provisions of the Business Corporation Law of the State of New York ("Purchasing Corp.").

THIRD: Its Board of Directors by an Action by Unanimous Written Consent of the Board of Directors In Lieu of Meeting, dated January 24, 2011, duly adopted the resolutions attached hereto as Exhibit A providing for the merger of the Corporation with and into Purchasing Corp.

FOURTH: Its sole stockholder by an Action by Written Consent of the Sole Stockholder In Lieu of Meeting, dated January 24, 2011, approved the merger of the Corporation with and into Purchasing Corp.

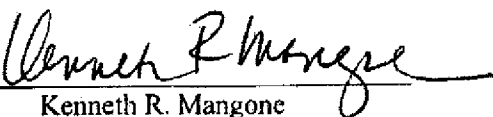
FIFTH: The merger shall be effective on January 29, 2011.

SIXTH: Purchasing Corp. shall be the surviving corporation of the merger.

SEVENTH: Purchasing Corp. will be responsible for the payment of all fees and franchise taxes of the Corporation and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by an authorized officer this 24th day of January, 2011.

J. C. Penney Private Brands, Inc.

By 
Kenneth R. Mangone
President

WHEREAS the Board of Directors of the Corporation has determined that it is advisable and in the best interests of the Corporation that it be merged with and into J. C. Penney Purchasing Corporation ("Purchasing Corp."), a New York corporation; and

WHEREAS such merger is designed to simplify the business and corporate structure, including, but not limited to, reducing the time, cost, and complexity of administrative support functions such as accounting, payroll, tax compliance, systems and systems maintenance.

NOW THEREFORE BE IT RESOLVED that the Corporation be merged with and into Purchasing Corp.;

RESOLVED that the form, terms and provisions of the Plan of Merger ("Plan of Merger") between the Corporation and Purchasing Corp., a copy of which is attached hereto as Exhibit 1, be and hereby is, in all respects approved, adopted, ratified and confirmed, and the Chairman of the Board, the President, and any Vice President and the Secretary or any Assistant Secretary of the Corporation be, and hereby are, authorized and directed to execute and deliver in the name of and on behalf of the Corporation a Plan of Merger in substantially such form with such changes therein as may be approved by the officers executing the same;

RESOLVED that the Board of Directors of the Corporation hereby recommends to its sole stockholder, J. C. Penney Corporation, Inc., that it approve such merger and to further approve and adopt the Plan of Merger between the Corporation and Purchasing Corp.;

RESOLVED that the form of the Certificate of Ownership and Merger attached hereto as Exhibit 2 be, and it hereby is, in all respects approved, and the Chairman of the Board, the President, and any Vice President and the Secretary or any Assistant Secretary of the Corporation be, and hereby are, authorized and directed to execute such certificate in the name of and on behalf of the Corporation and to file and record such certificate with the proper governmental authorities in the State of Delaware;

RESOLVED that the foregoing merger be accomplished in furtherance of a plan of reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

RESOLVED that appropriate officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may in any way be necessary or proper to effect said merger.

PLAN OF MERGER

This PLAN OF MERGER (this "Plan of Merger"), executed the 24th day of January, 2011, by and between J. C. Penney Purchasing Corporation, a New York corporation and J. C. Penney Private Brands, Inc., a Delaware corporation,

RECITALS

- A. J. C. Penney Purchasing Corporation ("Purchasing Corp.") is a corporation duly organized, validly existing and in good standing under the laws of the State of New York. Purchasing Corp. has authorized capital stock consisting of 300 shares, of which all shares are designated "common stock," \$100.00 par value per share. As of the date of execution hereof, 300 shares of common stock of Purchasing Corp. were issued and outstanding, all of which were held by J. C. Penney Private Brands, Inc. ("Private Brands"), a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware. Private Brands was incorporated in Delaware on July 18, 1969 under the name J. C. Penney Europe, Inc.
- B. Private Brands has authorized capital stock consisting of 1,000 shares, of which all shares are designated "common stock," \$1.00 par value per share. As of the date of execution hereof, 100 shares of common stock of Private Brands were issued and outstanding, all of which were held by J. C. Penney Corporation, Inc., a Delaware corporation.
- C. The respective Boards of Directors of Purchasing Corp. and Private Brands, in their respective good faith, best business judgment, deem it advisable and in the best interests of Purchasing Corp. and Private Brands and their respective shareholders that Private Brands be merged with and into Purchasing Corp., with Purchasing Corp. being the surviving corporation.
- D. The respective Boards of Directors of Purchasing Corp. and Private Brands have authorized and approved the merger of Private Brands with and into Purchasing Corp. ("the Merger") in accordance with the provisions of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), Section 905 (as provided in Section 907) of the Business Corporation Law of the State of New York ("Business Corporation Law") and Section 253 of the General Corporation Law of Delaware ("DGCL"), upon the terms and conditions set forth in this Plan of Merger and have approved and adopted this Plan of Merger and directed that it be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the premises, mutual covenants, conditions, terms and provisions set forth in this Plan of Merger, Purchasing Corp. and Private Brands do hereby agree as follows:

ARTICLE I TERMS OF MERGER

The effective date (the "Effective Date") of the Merger shall be January 29, 2011. On the Effective Date of the Merger, in accordance with the provisions of Section 905 (as provided in Section 907) of the Business Corporation Law, Section 253 of the DGCL, and Section 368 of the Code, Private Brands shall be merged with and into Purchasing Corp. upon the terms and conditions set forth in the subsequent provisions of this Plan of Merger, with Purchasing Corp. being the surviving corporation.

This Plan of Merger shall be submitted as promptly as practicable to the shareholders of Private Brands as provided by the DGCL. Upon adoption and approval of the Plan of Merger by the shareholders of Private Brands, and provided this Plan of Merger is not terminated and abandoned pursuant to the provisions hereof, as soon as practicable, Purchasing Corp. and Private Brands will cause a Certificate of Merger, along with any other required document, to be filed in accordance with the applicable provisions of the Business Corporation Law and a Certificate of Ownership and Merger, along with any other required document, to be filed in accordance with the applicable provisions of the DGCL.

ARTICLE II EFFECT OF MERGER

The Merger shall in all respects have the effects provided for in Section 905 (as provided in Section 907) of the Business Corporation Law and Section 253 of the DGCL, with all rights and obligations of Private Brands being allocated to Purchasing Corporation. It is intended that the Merger shall qualify as a tax-free reorganization under Section 368 of the Code. Without limiting the generality of the foregoing, in addition to the effects hereinafter set forth, on the Effective Date, the separate existence of Private Brands will cease and Purchasing Corp. (the separate corporate existence and corporate name of which shall continue unimpaired by the Merger) will immediately (i) succeed, without other transfer, to all of the assets, properties, rights and claims of Private Brands and (ii) be subject to all of the debts, duties, obligations and liabilities of Private Brands in the same manner and to the same extent as if such had been incurred by Private Brands itself. Neither the rights of creditors with respect to Private Brands nor any liens upon the assets or properties of Private Brands will be impaired by the Merger.

Any lawsuit, proceeding or claim pending or existing by or against Private Brands may be prosecuted or continued as if the Merger had not occurred or, alternatively, Purchasing Corp. may be substituted for Private Brands with respect to any such lawsuit, proceeding or claim. Additionally, upon the Effective Date of the Merger, Purchasing Corp. shall assume responsibility for the payment of all franchise taxes and fees of Private Brands and will be obligated to pay such franchise taxes and fees if the same are not timely paid.

ARTICLE III TREATMENT OF SHARES

On the Effective Date, each share of Purchasing Corp. common stock, \$100.00 par value per share, issued and outstanding immediately prior to the Effective Date shall be canceled, and the shares of common stock, \$1.00 par value per share, of Private Brands issued and outstanding immediately prior to the Effective Date, and all rights in respect thereof, shall, by virtue of the Merger and without any further action on the part of the holder thereof, be exchanged for, converted into, and become one (1) share of the common stock, \$100 par value per share, of the surviving corporation, Purchasing Corp., and such shares when so exchanged, converted and issued, shall be duly and validly issued, fully paid, and non-assessable.

ARTICLE IV CORPORATE AUTHORIZATION

This Plan of Merger and the Merger shall be authorized by Purchasing Corp. and Private Brands as provided by the applicable laws of the State of New York and the State of Delaware. If this Plan of Merger is duly authorized and adopted by Purchasing Corp. and Private Brands, this Plan of Merger shall be executed, filed and recorded in accordance with the laws of the State of New York and the State of Delaware as soon as practicable.

ARTICLE V CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of Purchasing Corp., as in effect immediately prior to the Effective Date, shall be and continue to be the Certificate of Incorporation of Purchasing Corp. after the Merger.

**ARTICLE VI
BYLAWS, OFFICERS AND DIRECTORS**

The Bylaws of Purchasing Corp., as existing immediately prior to the Effective Date, will continue in full force and effect as the Bylaws of Purchasing Corp. after the Merger and until such Bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of New York and the applicable provisions of such Bylaws. The members of the Board of Directors of Purchasing Corp. immediately prior to the Effective Date will continue to be the members of the Board of Directors of Purchasing Corp. after the Merger, until such time as the successor of each such director is chosen and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office. The individuals to serve as officers of Purchasing Corp., are as set forth on Annex A, and such individuals shall have the positions and titles set forth opposite their respective names after the Merger, until such time as the successor of each such officer is chosen and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

**ARTICLE VII
SERVICE OF PROCESS**

Purchasing Corp. agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Private Brands, as well as for enforcement of any obligation of Purchasing Corp. arising from the Merger, including any suit or other proceeding to enforce the right of any shareholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, and it does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent upon whom service of process in any such suit or other proceeding may be served. A copy of such process shall be mailed to: (1) The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801, and (2) J. C. Penney Corporation, Inc., Attention: Legal Department, 6501 Legacy Drive, Plano, Texas 75024.

**ARTICLE VIII
ABANDONMENT**

At any time prior to the Effective Date of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of any of the constituent corporations to this Plan of Merger, notwithstanding favorable action on the Merger by the shareholders of Private Brands.

[Signature page follows.]

IN WITNESS WHEREOF, Private Brands and Purchasing Corp. have each caused this Plan of Merger to be executed in its corporate name by its duly authorized officer as of the date first above written.

J. C. Penney Private Brands, Inc.

By _____
Kenneth R. Mangone
President

ATTEST:

BY: _____
Robert K. Hood
Secretary
J. C. Penney Private Brands, Inc.

J. C. Penney Purchasing Corporation

By: _____
Janet E. Fox
President

ATTEST:

BY: _____
Robert K. Hood
Secretary
J. C. Penney Purchasing Corporation

Annex A

J. C. PENNEY PURCHASING CORPORATION

Officers

Kenneth R. Mangone	Chairman of the Board
Janet E. Fox	President
Valerie J. Harris	Senior Vice President, Product Development and Design
Richard M. Honiball	Senior Vice President, Product Development and Design
Steve Castella	Senior Vice President, Product Development and Design
Steven J. Bohman	Senior Vice President, Operations
Joan M. Mudgett	Senior Vice President, Quality and Services
Loudes Chang (Yun Ping Chang)	Vice President, Regional Director, North Asia
Windon Chau	Vice President and Treasurer
Sandra M Fallgatter	Vice President
Adil Raza	Vice President, Regional Director, Indian Sub Continent and the Middle East
Lorna C. Tucker	Vice President
Kathleen M. Mertz	Controller
Robert K. Hood	Secretary
Jennifer L. Brevette	Assistant Secretary
Salil R. Virkar	Assistant Secretary
Gary Piper	Assistant Treasurer