

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/29/2011

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
J. C. Penney Private Brands, Inc		01/29/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	J. C. Penney Purchasing Corporation
<b>Street Address:</b>	6501 Legacy Drive
<b>City:</b>	Plano
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75024
<b>Entity Type:</b>	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 73**

Property Type	Number	Word Mark
Serial Number:	73631706	STAFFORD
Serial Number:	73277504	BIG MAC
Serial Number:	85105315	I SAID YES
Serial Number:	85105452	I SAID YES!
Serial Number:	77963573	UPROAR
Serial Number:	77916638	ONE KISS
Serial Number:	77904203	ARTICLE 365
Serial Number:	77904216	ARTICLE 365
Serial Number:	77622498	SHE SAID
Serial Number:	72210343	TOWNCRAFT
Serial Number:	77311027	AMBRIELLE
Serial Number:	77293947	SLEEK ONE
Serial Number:	77293977	A SENSUAL INDULGENCE FOR EVERY BODY

CH \$1840.00 73631706

Serial Number:	77294001	DECREE
Serial Number:	77219207	A II Z
Serial Number:	77188078	COOKS JCP HOME
Serial Number:	77188098	STUDIO JCP HOME
Serial Number:	77153785	STUDIO
Serial Number:	77141009	OPTIMUM BODY
Serial Number:	77116822	CHLOE ALEXANDER
Serial Number:	77032232	DIAMONART
Serial Number:	77024585	SIMPLY COZY
Serial Number:	78909790	STUDIO BY JCPENNEY HOME COLLECTION
Serial Number:	78872228	EAST5TH
Serial Number:	78830142	SMOOTH REVOLUTION
Serial Number:	78830179	FLIRTITUDE
Serial Number:	78830194	AMBRIELLE ESSENTIALS
Serial Number:	78830284	AMBRIELLE MYSTIQUE
Serial Number:	78736896	A.N.A A NEW APPROACH
Serial Number:	78737281	AMBRIELLE
Serial Number:	78718423	A NEW APPROACH
Serial Number:	78718434	A NEW APPROACH
Serial Number:	78688663	A.N.A.
Serial Number:	78653854	TWISTED BOOT
Serial Number:	76547614	ZONZ
Serial Number:	76280470	MAGIC PRINT
Serial Number:	74212407	PROTOCOL
Serial Number:	73701325	STAFFORD
Serial Number:	73636097	ST. JOHN'S BAY
Serial Number:	73600741	THE JCPENNEY TOWEL
Serial Number:	73573635	TOWNCRAFT
Serial Number:	72448221	BIG MAC
Serial Number:	77154086	STUDIO BY JCPENNEY HOME COLLECTION
Serial Number:	76520153	QUICK-DRI
Serial Number:	73706932	STJOHN'SBAY
Serial Number:	73462812	CITY STREETS
Serial Number:	73541031	OKIE-DOKIE
Serial Number:	71247084	TOWNCRAFT

	74035481	LIZ BAKER
Serial Number:	73826188	THE ORIGINAL ARIZONA JEAN COMPANY
Serial Number:	73404549	MOSS CREEK TRADERS
Serial Number:	73344864	STAFFORD
Serial Number:	71321549	ADONNA
Serial Number:	74681437	THE ORIGINAL ARIZONA JEAN COMPANY
Serial Number:	77861171	PRO-TEC-SUN
Serial Number:	74288799	THE ORIGINAL ARIZONA JEAN COMPANY
Serial Number:	75323165	LISETTE
Serial Number:	75320236	BRIGHT FUTURE
Serial Number:	74083989	SO SOFT BY 9-2-5
Serial Number:	73646168	WORTHINGTON
Serial Number:	73632087	UNDERScore
Serial Number:	73412712	ALICIA
Serial Number:	73331560	HUNT CLUB
Serial Number:	73290901	SUITED SEPARATES
Serial Number:	73245788	DIVIDEND DOZEN
Serial Number:	72393200	SUBTLE SHAPER
Serial Number:	71167191	BIG MAC
Serial Number:	75327048	OKIE-DOKIE
Serial Number:	73409187	PAR-FOUR
Serial Number:	73404842	ST JOHN'S BAY
Serial Number:	73411929	LIZ BAKER
Serial Number:	73449355	GREAT CONNECTIONS
Serial Number:	72243012	BIG MAC

**CORRESPONDENCE DATA**

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: jselle@skadden.com

Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP

Address Line 1: Four Times Square

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

300170/10

NAME OF SUBMITTER:

Rebecca Rodal

**TRADEMARK**

**REEL: 005090 FRAME: 0663**

/rebecca rodal/

Date:

08/15/2013

**Total Attachments: 8**

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CERTIFICATE OF MERGER  
OF  
J. C. PENNEY PRIVATE BRANDS, INC.  
INTO  
J. C. PENNEY PURCHASING CORPORATION

(Under Section 905 of the Business Corporation Law of the State of New York)

1. J. C. Penney Private Brands, Inc., a corporation of the State of Delaware (incorporated in Delaware on July 18, 1969 under the name J. C. Penney Europe, Inc.) owns 100% of the outstanding shares of J. C. Penney Purchasing Corporation, a corporation of the State of New York.

2. As to each corporation to be merged, the designation and number of outstanding shares (of each class) and the number of such shares (of each class), if any, owned by the surviving corporation are as follows:

Name of Corporation to be Merged	Designation and Number of Outstanding Shares	Number of Shares Owned by Survivor
J. C. Penney Private Brands, Inc.	Common Stock, 100 shares, \$1.00 par value per share	-0-

3. The shares of common stock, \$1.00 par value per share, of J. C. Penney Private Brands, Inc. issued and outstanding immediately prior to the effective date of the merger, 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, \$100.00 par value per share, of the surviving corporation, J. C. Penney Purchasing Corp., and such shares when so exchanged, converted and issued, shall be duly and validly issued, fully paid, and non-assessable.

4. (a) The certificate of incorporation of J. C. Penney Purchasing Corporation was filed by the Department of State of the State of New York on the 17th day of June, 1959.

(b) The certificate of incorporation of J. C. Penney Private Brands, Inc. was filed with the Secretary of State of the State of Delaware on the 18th day of July, 1969 under the name J. C. Penney Europe, Inc. Its application for authority to do business in the State of New York was filed by the Department of State on the 19th day of August, 1999.

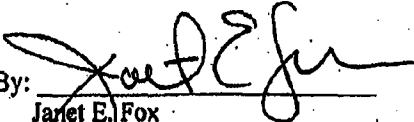
5. The Plan of Merger was adopted by the Board of Directors of J. C. Penney Private Brands, Inc.

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110127000312

6. The merger shall be effective on the 29th day of January, 2011.

J. C. Penney Purchasing Corporation  
(the surviving corporation)

By:   
Janet E. Fox  
President

163270.1

TRADEMARK  
REEL: 005090 FRAME: 0666

CT-07

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RECEIVED

2011 JAN 27 AM 9:04

2011 JAN 27 AM 10:27

FILED

**Certificate of Merger**  
OF

J.C. PENNEY PRIVATE BRANDS, INC.  
INTO

**J.C. Penney Purchasing Corporation**

Under Section 905 of the Business Corporation Law

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

JAN 27 2011

TAX \$           

BY: *[Signature]*

*Nenny*

Filed by:

*Charlotte Thacker*  
6501 Legacy Drive, MS 1106  
Plano, Texas 75024

*eff 1/29/11*

*Cust Ref 8057140 CAS*

NY102 - 03/21/07 CT System Online

**DRAWDOWN**

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## Trademarks

Jurisdiction	Trademark	Application No. Application Date	Registration No. Registration Date	Owner
U.S. Federal	STAFFORD	73631706 21-Nov-1986	1502274 30-Aug-1988	J. C. Penney Private Brands, Inc.
U.S. Federal	BIG MAC	73277504 11-Sep-1980	1210578 28-Sep-1982	J. C. Penney Private Brands, Inc.
U.S. Federal	I SAID YES	85105315 11-Aug-2010	4053862 08-Nov-2011	J. C. Penney Private Brands, Inc.
U.S. Federal	I SAID YES!	85105452 11-Aug-2010	4053863 08-Nov-2011	J. C. Penney Private Brands, Inc.
U.S. Federal	UPROAR	77963573 19-Mar-2010	4003383 26-Jul-2011	J. C. Penney Private Brands, Inc.
U.S. Federal	ONE KISS	77916638 21-Jan-2010	3986591 28-Jun-2011	J. C. Penney Private Brands, Inc.
U.S. Federal	ARTICLE 365	77904203 04-Jan-2010	3901866 04-Jan-2011	J. C. Penney Private Brands, Inc.
U.S. Federal	ARTICLE 365	77904216 04-Jan-2010	3901867 04-Jan-2011	J. C. Penney Private Brands, Inc.
U.S. Federal	SHE SAID	77622498 26-Nov-2008	3854400 28-Sep-2010	J. C. Penney Private Brands, Inc.
U.S. Federal	TOWNCRAFT	72210343 21-Jan-1965	0797853 19-Oct-1965	J. C. Penney Private Brands, Inc.
U.S. Federal	AMBRIELLE	77311027 23-Oct-2007	3426724 13-May-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	SLEEK ONE	77293947 02-Oct-2007	3522102 21-Oct-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	A SENSUAL INDULGENCE FOR EVERY BODY	77293977 02-Oct-2007	3426681 13-May-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	DECREE	77294001 02-Oct-2007	3499959 09-Sep-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	A II Z	77219207 29-Jun-2007	3477724 29-Jul-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	COOKS JCP HOME	77188078 23-May-2007	3463639 08-Jul-2008	J. C. Penney Private Brands, Inc.



Jurisdiction	Trademark	Application No. Application Date	Registration No. Registration Date	Owner
U.S. Federal	STUDIO JCP HOME	77188098 23-May-2007	3517367 14-Oct-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	STUDIO	77153785 11-Apr-2007	3868960 02-Nov-2010	J. C. Penney Private Brands, Inc.
U.S. Federal	OPTIMUM BODY	77141009 27-Mar-2007	3419476 29-Apr-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	CHLOE ALEXANDER	77116822 27-Feb-2007	3386120 19-Feb-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	DIAMONART	77032232 30-Oct-2006	3330291 06-Nov-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	SIMPLY COZY	77024585 19-Oct-2006	3502199 16-Sep-2008	J. C. Penney Private Brands, Inc.
U.S. Federal	STUDIO BY JCPENNEY HOME COLLECTION	78909790 16-Jun-2006	3255709 26-Jun-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	EAST5TH	78872228 28-Apr-2006	3332532 06-Nov-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	SMOOTH REVOLUTION	78830142 06-Mar-2006	3309547 09-Oct-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	FLIRTITUDE	78830179 06-Mar-2006	3353951 11-Dec-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	AMBRIELLE ESSENTIALS	78830194 06-Mar-2006	3280911 14-Aug-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	AMBRIELLE MYSTIQUE	78830284 06-Mar-2006	3280912 14-Aug-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	A.N.A A NEW APPROACH	78736896 20-Oct-2005	3204677 30-Jan-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	AMBRIELLE	78737281 20-Oct-2005	3280794 14-Aug-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	A NEW APPROACH	78718423 22-Sep-2005	3248534 29-May-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	A NEW APPROACH	78718434 22-Sep-2005	3190205 26-Dec-2006	J. C. Penney Private Brands, Inc.
U.S. Federal	A.N.A.	78688663 09-Aug-2005	3188227 19-Dec-2006	J. C. Penney Private Brands, Inc.

Jurisdiction	Trademark	Application No. Application Date	Registration No. Registration Date	Owner
U.S. Federal	TWISTED BOOT	78653854 20-Jun-2005	3166681 31-Oct-2006	J. C. Penney Private Brands, Inc.
U.S. Federal	ZONZ	76547614 26-Sep-2003	N/A	J. C. Penney Private Brands, Inc.
U.S. Federal	MAGIC PRINT	76280470 05-Jul-2001	2644342 29-Oct-2002	J. C. Penney Private Brands, Inc.
U.S. Federal	PROTOCOL	74212407 15-Oct-1991	1703294 28-Jul-1992	J. C. Penney Private Brands, Inc.
U.S. Federal	STAFFORD	73701325 16-Dec-1987	1510969 01-Nov-1988	J. C. Penney Private Brands, Inc.
U.S. Federal	ST. JOHN'S BAY	73636097 18-Dec-1986	1455438 01-Sep-1987	J. C. Penney Private Brands, Inc.
U.S. Federal	THE JCPENNEY TOWEL	73600741 27-May-1986	1421983 23-Dec-1986	J. C. Penney Private Brands, Inc.
U.S. Federal	TOWNCRAFT	73573635 16-Dec-1985	1404163 05-Aug-1986	J. C. Penney Private Brands, Inc.
U.S. Federal	BIG MAC	72448221 09-Feb-1973	0977365 22-Jan-1974	J. C. Penney Private Brands, Inc.
U.S. Federal	STUDIO BY JCPENNEY HOME COLLECTION	77154086 11-Apr-2007	3351801 11-Dec-2007	J. C. Penney Private Brands, Inc.
U.S. Federal	QUICK-DRI	76520153 23-May-2003	2915349 28-Dec-2004	J. C. Penney Private Brands, Inc.
U.S. Federal	STJOHN'SBAY	73706932 22-Jan-1988	1503930 13-Sep-1988	J. C. Penney Private Brands, Inc.
U.S. Federal	CITY STREETS	73462812 27-Jan-1984	1319486 12-Feb-1985	J. C. Penney Private Brands, Inc.
U.S. Federal	OKIE-DOKIE	73541031 03-Jun-1985	1402245 22-Jul-1986	J. C. Penney Private Brands, Inc.
U.S. Federal	TOWNCRAFT	71247084 07-Apr-1927	0231906 30-Aug-1927	J. C. Penney Private Brands, Inc.
U.S. Federal	LIZ BAKER	74035481 02-Mar-1990	1794025 21-Sep-1993	J. C. Penney Private Brands, Inc.
U.S. Federal	THE ORIGINAL ARIZONA JEAN COMPANY	73826188 18-Sep-1989	1636195 26-Feb-1991	J. C. Penney Private Brands, Inc.

Jurisdiction	Trademark	Application No. Application Date	Registration No. Registration Date	Owner
U.S. Federal	MOSS CREEK TRADERS	73404549 02-Dec-1982	1272850 03-Apr-1984	J. C. Penney Private Brands, Inc.
U.S. Federal	STAFFORD	73344864 08-Jan-1982	1275257 24-Apr-1984	J. C. Penney Private Brands, Inc.
U.S. Federal	ADONNA	71321549 27-Nov-1931	0292573 15-Mar-1932	J. C. Penney Private Brands, Inc.
U.S. Federal	THE ORIGINAL ARIZONA JEAN COMPANY	74681437 30-May-1995	1978252 04-Jun-1996	J. C. Penney Private Brands, Inc.
U.S. Federal	PRO-TEC-SUN	77861171 30-Oct-2009	3998879 19-Jul-2011	J. C. Penney Private Brands, Inc.
U.S. Federal	THE ORIGINAL ARIZONA JEAN COMPANY	74288799 25-Jun-1992	1755461 02-Mar-1993	J. C. Penney Private Brands, Inc.
U.S. Federal	LISETTE	75323165 11-Jul-1997	2197706 20-Oct-1998	J. C. Penney Private Brands, Inc.
U.S. Federal	BRIGHT FUTURE	75320236 07-Jul-1997	2195308 13-Oct-1998	J. C. Penney Private Brands, Inc.
U.S. Federal	SO SOFT BY 9-2-5	74083989 30-Jul-1990	1653741 13-Aug-1991	J. C. Penney Private Brands, Inc.
U.S. Federal	WORTHINGTON	73646168 24-Feb-1987	1486179 26-Apr-1988	J. C. Penney Private Brands, Inc.
U.S. Federal	UNDERScore	73632087 24-Nov-1986	1449840 28-Jul-1987	J. C. Penney Private Brands, Inc.
U.S. Federal	ALICIA	73412712 07-Feb-1983	1273663 10-Apr-1984	J. C. Penney Private Brands, Inc.
U.S. Federal	HUNT CLUB	73331560 07-Oct-1981	1221838 28-Dec-1982	J. C. Penney Private Brands, Inc.
U.S. Federal	SUITED SEPARATES	73290901 23-Dec-1980	1208556 14-Sep-1982	J. C. Penney Private Brands, Inc.
U.S. Federal	DIVIDEND DOZEN	73245788 11-Jan-1980	1174285 20-Oct-1981	J. C. Penney Private Brands, Inc.
U.S. Federal	SUBTLE SHAPER	72393200 26-May-1971	0956534 03-Apr-1973	J. C. Penney Private Brands, Inc.
U.S. Federal	BIG MAC	71167191 21-Jul-1922	0164833 27-Feb-1923	J. C. Penney Private Brands, Inc.

Jurisdiction	Trademark	Application No. Application Date	Registration No. Registration Date	Owner
U.S. Federal	OKIE-DOKIE	75327048 18-Jul-1997	2195381 13-Oct-1998	J. C. Penney Private Brands, Inc.
U.S. Federal	PAR-FOUR	73409187 13-Jan-1983	1270847 20-Mar-1984	J. C. Penney Private Brands, Inc.
U.S. Federal	ST JOHN'S BAY	73404842 06-Dec-1982	1282573 19-Jun-1984	J. C. Penney Private Brands, Inc.
U.S. Federal	LIZ BAKER	73411929 02-Feb-1983	1276301 01-May-1984	J. C. Penney Private Brands, Inc.
U.S. Federal	GREAT CONNECTIONS	73449355 24-Oct-1983	1298926 02-Oct-1984	J. C. Penney Private Brands, Inc.
U.S. Federal	BIG MAC	72243012 08-Apr-1966	0824962 28-Feb-1967	J. C. Penney Private Brands, Inc.