

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331241

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2014
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Saks & Company		12/30/2014	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	New Saks & Company
Street Address:	12 East 49th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Serial Number:	86251769	#SAKSIN6
Registration Number:	4245596	10022-SHOE
Registration Number:	3606435	2EAT@SAKS
Serial Number:	85626481	
Serial Number:	85877965	BLACK SAKS FIFTH AVENUE
Serial Number:	85877981	BLACK SAKS FIFTH AVENUE
Serial Number:	85877970	BLUE SAKS FIFTH AVENUE
Serial Number:	85877986	BLUE SAKS FIFTH AVENUE
Registration Number:	1839730	CAFE SFA
Registration Number:	3890516	CLOTHES (REAL) SAKS FIFTH AVENUE
Registration Number:	4333792	FASHION FIX
Serial Number:	85877969	GRAY SAKS FIFTH AVENUE
Serial Number:	85877985	GRAY SAKS FIFTH AVENUE
Registration Number:	2869986	KEY TO THE CURE
Serial Number:	86208130	MADISON SUPPLY
Registration Number:	4177899	E N S
Serial Number:	85626482	MORE

CH \$1365.00 86251769

Property Type	Number	Word Mark
Serial Number:	85626483	MORE
Registration Number:	3997431	OFF 5TH
Serial Number:	86370161	OFF 5TH
Registration Number:	1976296	OFF 5TH
Serial Number:	86370164	OFF 5TH
Registration Number:	4002313	OFF 5TH
Serial Number:	85877968	RED SAKS FIFTH AVENUE
Serial Number:	85877983	RED SAKS FIFTH AVENUE
Registration Number:	2351428	SAKS & COMPANY
Registration Number:	1180632	SAKS FIFTH AVENUE
Registration Number:	0627814	SAKS FIFTH AVENUE
Registration Number:	1359451	SAKS FIFTH AVENUE
Registration Number:	1667955	SAKS FIFTH AVENUE
Registration Number:	1994280	SAKS FIFTH AVENUE
Registration Number:	0737308	SAKS FIFTH AVENUE
Registration Number:	0635368	SAKS FIFTH AVENUE
Registration Number:	0628489	SAKS FIFTH AVENUE
Registration Number:	0631799	SAKS FIFTH AVENUE
Registration Number:	2221406	SAKS FIFTH AVENUE
Registration Number:	0620917	SAKS FIFTH AVENUE
Registration Number:	3368500	SAKS FIFTH AVENUE
Registration Number:	1180633	SAKS FIFTH AVENUE
Registration Number:	3551064	SAKS FIFTH AVENUE OFF 5TH
Registration Number:	4093993	SAKS FIFTH AVENUE THREADS
Serial Number:	85626487	SAKS INCORPORATED
Registration Number:	2024140	SAKSFIRST
Registration Number:	1707494	SALON Z
Registration Number:	2187889	SALON Z
Registration Number:	3506366	SERVICEFIRST
Serial Number:	86370159	SO5
Registration Number:	1197494	THE FIFTH AVENUE CLUB
Serial Number:	86422683	O5
Serial Number:	86353112	BIRDCAGE
Serial Number:	86353109	BIRDCAGE
Registration Number:	1807656	S5A
Registration Number:	1783095	S5A
Registration Number:	1664540	REAL CLOTHES

CORRESPONDENCE DATA**Fax Number:** 3124643111

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-464-3100**Email:** chicagopto@loeb.com**Correspondent Name:** Daniel D. Frohling**Address Line 1:** 321 North Clark Street, Suite 2300**Address Line 4:** Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	211980-10001
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NAME OF SUBMITTER:	Daniel D. Frohling
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SIGNATURE:	/Daniel D. Frohling/
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DATE SIGNED:	02/04/2015
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Total Attachments: 3

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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 MERGER, WHICH MERGES:

"SAKS & COMPANY", A NEW YORK CORPORATION,
WITH AND INTO "NEW SAKS & COMPANY" UNDER THE NAME OF "NEW SAKS & COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2014, AT 6:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 10:59 O'CLOCK P.M.

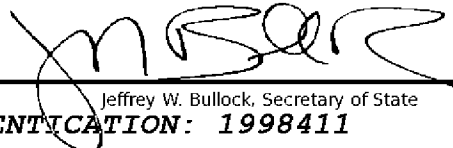
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5657136 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1998411

DATE: 12-30-14

TRADEMARK
REEL: 005454 FRAME: 0115

CERTIFICATE OF MERGER

OF

SAKS & COMPANY
(a New York corporation)

WITH AND INTO

NEW SAKS & COMPANY
(a Delaware corporation)

(Under Section 252 of the General
Corporation Law of the State of Delaware)

NEW SAKS & COMPANY, a Delaware corporation, hereby certifies that:

1. The name and state or jurisdiction of incorporation of each of the constituent corporations are as follows:

- (a) Saks & Company, a New York corporation ("Saks & Co."); and
- (b) New Saks & Company, a Delaware corporation ("NewCo").

2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of December 30th, 2014, among NewCo and Saks & Co. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) (and, with respect to NewCo, by the written consent of its sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is New Saks & Company (the "Surviving Corporation").

4. The Certificate of Incorporation of NewCo as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation.

5. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation at 12 East 49th Street, New York, NY 10017.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

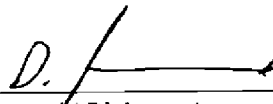
7. The authorized capital stock of Saks & Co. is 40,000 shares of capital stock, par value \$1.00.

8. The merger is to become effective at 10:59 p.m. on December 31st, 2014.

[Signature Page to Follow]

IN WITNESS WHEREOF, New Saks & Company has caused this Certificate of Merger to be signed by a duly authorized officer on the 30th day of December, 2014.

NEW SAKS & COMPANY

By: 
Name: David Pickwood
Title: President, General Counsel & Secretary

[Certificate of Merger of Saks and Company and New Saks & Company (DE)]