

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM427037

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/28/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fred's Capital Finance Inc.		01/28/2017	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Fred's Stores of Tennessee, Inc.
Street Address:	4300 New Getwell Road
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38118
Entity Type:	Corporation: TENNESSEE

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Serial Number:	87316742	AQUAWAVE
Serial Number:	87198370	WAVE STAR
Serial Number:	87281924	FUR LOVE
Serial Number:	87274879	MAXX PLAY
Serial Number:	87274823	PET CENTRE FUR LOVE
Serial Number:	87198352	PADDY CAKES
Serial Number:	87097870	PRICELO
Registration Number:	5110614	LIL MISS IMAGINATION
Registration Number:	5105931	FRED'S
Registration Number:	5105930	FRED'S PHARMACY
Serial Number:	86605811	MY FIT
Serial Number:	86696087	FRED'S PHARMACY
Serial Number:	86695779	FRED'S PHARMACY
Serial Number:	86830224	CHOOSE 90
Registration Number:	4948828	YAZOO TRADING COMPANY
Registration Number:	4866073	BOUNCE BACK BUCKS
Registration Number:	4791149	EIRIS
Registration Number:	4768067	FRED'S PHARMACY

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Property Type	Number	Word Mark
Registration Number:	4755948	FRED'S PHARMACY
Registration Number:	4755923	FRED'S SPECIALTY PHARMACY
Registration Number:	4525908	FRED'S PHARMACY
Registration Number:	4525879	FRED'S
Registration Number:	5022690	FRED'S LAB TESTED LAB TESTED FOR QUALITY
Registration Number:	4941579	RIGHT VALUE
Registration Number:	4808710	LTE
Registration Number:	4771053	FRED'S
Registration Number:	4771052	FRED'S
Registration Number:	4599685	YAZOO TRADING COMPANY
Registration Number:	4379870	GETMORE REWARDS
Registration Number:	4379869	GETWELL DRUG & DOLLAR
Registration Number:	4383554	SMARTBUCKS
Registration Number:	4391260	SMART CARD
Registration Number:	4252832	FRED'S SUPER DOLLAR
Registration Number:	4287539	FRED'S KIDS
Registration Number:	4242880	FRED'S SUPER DOLLAR EXPLORE THE STORE CO
Registration Number:	4317700	FRED'S KIDS
Registration Number:	3991103	FREDDIE O'S
Registration Number:	3948727	SAND TRACKS
Registration Number:	3671957	FRED'S HOMETOWN DISCOUNT STORE
Registration Number:	3605714	FRED'S
Registration Number:	4135998	LIVING TRADITIONS
Serial Number:	77826186	FTQ FRED'S THIRST QUENCHER
Registration Number:	3793634	JOYFUL TRADITIONS
Registration Number:	4444008	M&E
Registration Number:	3728746	FRED'S CANINE CUISINE
Registration Number:	3609091	FRED'S KITTY CUISINE
Registration Number:	2273124	FRED'S KIDS
Registration Number:	2054283	FRED'S SUPER DOLLAR
Registration Number:	2054224	FRED'S SUPER DOLLAR STORE RX
Registration Number:	2054225	FRED'S XPRESS PHARMACY
Registration Number:	2312164	SOUTHERN EXPRESSIONS
Registration Number:	2388059	MISSISSIPPI RIVER BLUES
Registration Number:	2052084	FRED'S DOLLAR STORES
Registration Number:	3051906	FRED'S
Registration Number:	0972584	FRED'S YOUR KEY TO VALUE
Registration Number:	1524903	FRED'S THE BIGGEST LITTLE DISCOUNT STORE

CORRESPONDENCE DATA**Fax Number:** 2028221111*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:** 202.822.1100**Email:** trademarkmail@whda.com,smoskowitz@whda.com**Correspondent Name:** Simor L. Moskowitz**Address Line 1:** 1250 Connecticut Avenue, NW**Address Line 2:** Suite 700**Address Line 4:** Washington, D.C. 20036

NAME OF SUBMITTER:	Simor L. Moskowitz
SIGNATURE:	/Simor L. Moskowitz/
DATE SIGNED:	05/10/2017

Total Attachments: 4

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Delaware

The First State

Page 1

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:

"FRED'S CAPITAL FINANCE INC.", A DELAWARE CORPORATION, WITH AND INTO "FRED'S STORES OF TENNESSEE, INC." UNDER THE NAME OF "FRED'S STORES OF TENNESSEE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2017, AT 12:53 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2017 AT 11:59 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20172183414

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

Authentication: 202307837
Date: 03-31-17

TRADEMARK
REEL: 006053 FRAME: 0899

CERTIFICATE OF OWNERSHIP AND MERGER

FRED'S CAPITAL FINANCE INC.

A Delaware Corporation

MERGES WITH AND INTO

FRED'S STORES OF TENNESSEE, INC.

A Tennessee Corporation

Pursuant to Section 253 of the Delaware General Corporation Law

Fred's Stores of Tennessee, Inc., a Tennessee corporation (or "Parent"), does hereby certify that:

FIRST: Fred's Capital Finance Inc. ("CFI"), a Delaware corporation, was incorporated on November 10, 1998, in accordance with Delaware General Corporation Law Title 8 §§102 *et seq.*, (the "Delaware General Corporation Law"), which permits the merger of a Delaware corporation with and into a corporation incorporated pursuant to the laws of any other state, including Tennessee.

SECOND: CFI is authorized to issue three thousand (3,000) shares of common stock having a par value of one cent (\$.01) per share (the "CFI Stock"), of which only one hundred (100) shares of CFI Stock were issued. Parent is holder of record of 100% of the issued and outstanding shares of the CFI Stock.

THIRD: Parent was incorporated on April 2, 1973, in accordance with the Tennessee Business Corporation Act, which permits the merger of a corporation incorporated pursuant to the laws of any other state, including Delaware, with and into a Tennessee corporation.

FOURTH: In accordance with §253(a) of the Delaware General Corporation Law, Parent, as sole stockholder of CFI, directed that CFI be merged with and into Parent, and in furtherance of the merger, Parent, as sole stockholder of CFI, duly adopted the following resolutions of merger by unanimous written consent duly executed and delivered by all members of the Board of Directors of Parent:

WHEREAS: Fred's Stores of Tennessee, Inc., a Tennessee corporation (the "Parent") acknowledges ownership of One Hundred Percent (100%) of the issued and outstanding capital stock of Fred's Capital Finance Inc., a Delaware corporation (the "CFI").

AND WHEREAS: CFI is the surviving corporation to that certain merger between CFI and Fred's Capital Management Corporation, a Delaware corporation, for which a Certificate of Ownership and Merger was filed with the Delaware Secretary of State on January 27, 2017, and made to be effective at 10:59 p.m. on January 28, 2017 ("Merger #1");

AND WHEREAS: this Board of Directors has determined in reliance upon the information, analysis and recommendation provided by management as to the value and amount of the assets, liabilities and/or stated capital of the Parent and CFI, that it is in the best interests of the Parent and its stockholders to merge CFI with and into the Parent ("Merger #2") in accordance with the Agreement and Plan of Merger and Complete Liquidation dated January 19, 2017, a copy of which is attached hereto and incorporated herein as Exhibit "A" ("Plan of Merger");

AND WHEREAS: in furtherance of Merger #2 and in accordance with the Plan of Merger, the Board of Directors desires to direct the Parent, in its capacity as the sole shareholder of CFI, to vote all shares of capital stock held by the Parent in CFI to favor of Merger #2.

NOW THEREFORE, BE IT HEREBY

RESOLVED FURTHER: that Merger #2 be and is hereby ratified and approved in all respects.

RESOLVED FURTHER: that the Parent, in its capacity as the sole shareholder of CFI and in compliance with 8 Del. Code §251 shall vote all shares of capital stock it holds in CFI in favor of Merger #2.

RESOLVED FURTHER: that the form, terms and provisions of the Plan of Merger, along with all documents related to Merger #2 and the transactions associated therewith be, and they hereby are, ratified and approved in all respects.

RESOLVED FURTHER: that the Certificate of Ownership and Merger attached hereto and incorporated herein as Exhibit "B" is hereby approved for filing with the Delaware Department of State, Division of Corporations, and adopted in all respects.

RESOLVED FURTHER: that the merger described in the Plan of Merger shall be structured so as to qualify as a tax free liquidation of CFI pursuant to Sections 332 and 337 of the Internal Revenue Code, as amended from time to time, and the regulations promulgated hereunder, and the assumption of all of the assets, obligations, rights and liabilities of CFI by Parent shall be deemed to be made in exchange for the complete cancellation of all of the capital stock of CFI.

FIFTH: CFI and Parent have adopted and approved (and adopted resolutions approving) a Plan of Merger and Complete Liquidation that delineates the terms and conditions of the merger.

SIXTH: Both CFI and Parent, in accordance with the Delaware General Corporation Law, have caused the Plan of Merger and Complete Liquidation to be approved, adopted, certified, executed and acknowledged.

SEVENTH: Parent shall be the surviving corporation to the merger, and Parent shall continue its business without change as the survivor upon and after the effective date of the merger. The name of the surviving corporation shall remain "Fred's Stores of Tennessee, Inc."

EIGHTH: The Articles of Incorporation and Bylaws of Parent shall remain the Articles of Incorporation and Bylaws of the surviving corporation contemplated in the Plan of Merger and Complete Liquidation without change or amendment.

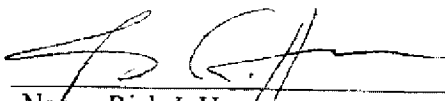
NINTH: The executed original of such Plan of Merger and Complete Liquidation shall be maintained at the offices of Parent located at 4300 Getwell Road, Memphis, Tennessee 38118, and a copy of the Plan of Merger and Complete Liquidation shall be furnished upon request and without cost to any current or future stockholder of any constituent party.

TENTH: Parent, as surviving corporation, may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CFI, as well as for enforcement of any obligation of the surviving corporation arising from the merger with CFI, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to §262 of the Delaware General Corporation Law, and Parent hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of any such process may be mailed by the Secretary of State is 4300 Getwell Road, Memphis, Tennessee 38118.

ELEVENTH: The effective legal date of the merger contemplated by this certificate and related documents shall be 11:59 p.m. on January 28, 2017.

IN WITNESS WHEREOF, Parent has caused this certificate to be signed, affirmed, acknowledged and attested to by its duly authorized officer this 28 day of January, 2017, and such certificate is the act and deed of Parent and the facts stated herein are true.

FRED'S STORES OF TENNESSEE, INC.
A Tennessee Corporation

BY: 
Name: Rick J. Hans
Title: Executive Vice President and CFO