

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM475122

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	04/04/2018

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
FRED'S STORES OF TENNESSEE, INC.		04/04/2018	Corporation: TENNESSEE

**RECEIVING PARTY DATA**

<b>Name:</b>	FRED'S STORES OF TENNESSEE, INC.
<b>Street Address:</b>	4300 New Getwell Rd.
<b>City:</b>	Memphis
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	38118
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 60**

Property Type	Number	Word Mark
Serial Number:	76660564	FRED'S CANINE CUISINE
Serial Number:	76660563	FRED'S KITTY CUISINE
Serial Number:	74436026	FRED'S
Serial Number:	86098487	FRED'S
Serial Number:	77321915	M&E
Serial Number:	77358071	JOYFUL TRADITIONS
Serial Number:	77563725	FRED'S
Serial Number:	77563743	FRED'S HOMETOWN DISCOUNT STORE
Serial Number:	77921818	BIG CREEK
Serial Number:	77819842	BIG CREEK
Serial Number:	77983010	LIVING TRADITIONS
Serial Number:	77826186	FTQ FRED'S THIRST QUENCHER
Serial Number:	77875835	SAND TRACKS
Serial Number:	85049893	FREDDIE O'S
Serial Number:	85571786	RIGHT VALUE
Serial Number:	85307164	FRED'S LAB TESTED LAB TESTED FOR QUALITY
Serial Number:	85334368	FRED'S KIDS
Serial Number:	85405836	LTE

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85810055	GETWELL DRUG & DOLLAR
Serial Number:	85810059	GETMORE REWARDS
Serial Number:	85332354	FRED'S SUPER DOLLAR EXPLORE THE STORE CO
Serial Number:	85490864	FRED'S SUPER DOLLAR
Serial Number:	85490885	FRED'S
Serial Number:	85799459	SMART CARD
Serial Number:	85799482	SMARTBUCKS
Serial Number:	85915829	YAZOO TRADING COMPANY
Serial Number:	86015349	EIRIS
Serial Number:	86080405	YAZOO TRADING COMPANY
Serial Number:	86111625	FRED'S PHARMACY
Serial Number:	86438768	FRED'S PHARMACY
Serial Number:	86696087	FRED'S PHARMACY
Serial Number:	86438384	FRED'S SPECIALTY PHARMACY
Serial Number:	86600823	BOUNCE BACK BUCKS
Serial Number:	86605811	MY FIT
Serial Number:	86656855	LIL MISS IMAGINATION
Serial Number:	86682660	FRED'S
Serial Number:	86682653	FRED'S PHARMACY
Serial Number:	86695779	FRED'S PHARMACY
Serial Number:	86830224	CHOOSE 90
Serial Number:	87097870	PRICELO
Serial Number:	87198352	PADDY CAKES
Serial Number:	87274823	PET CENTRE FUR LOVE
Serial Number:	87198370	WAVE STAR
Serial Number:	87198339	ON THE SURFACE
Serial Number:	87274879	MAXX PLAY
Serial Number:	87281924	FUR LOVE
Serial Number:	87316742	AQUAWAVE
Serial Number:	73621285	FRED'S THE BIGGEST LITTLE DISCOUNT STORE
Serial Number:	72422115	FRED'S YOUR KEY TO VALUE
Serial Number:	75004125	FRED'S SUPER DOLLAR STORE RX
Serial Number:	75004126	FRED'S DOLLAR STORES
Serial Number:	75004127	FRED'S XPRESS PHARMACY
Serial Number:	75012953	FRED'S SUPER DOLLAR
Serial Number:	75978404	FRED'S KIDS
Serial Number:	85325198	FRED'S KIDS
Serial Number:	75212900	MISSISSIPPI RIVER BLUES

Property Type	Number	Word Mark
Serial Number:	75212903	SOUTHERN EXPRESSIONS
Serial Number:	75212902	BIG CREEK CLOTHING CO.
Serial Number:	86438827	FRED'S PHARMACY
Serial Number:	85490900	FRED'S

**CORRESPONDENCE DATA**

**Fax Number:** 9015770783  
**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:** 901-579-3128  
**Email:** trademarks@bakerdonelson.com  
**Correspondent Name:** Wendy Robertson  
**Address Line 1:** 6060 Poplar Avenue, Suite 440  
**Address Line 4:** Memphis, TENNESSEE 38119

<b>ATTORNEY DOCKET NUMBER:</b>	2790043-000001
<b>NAME OF SUBMITTER:</b>	Wendy Robertson
<b>SIGNATURE:</b>	/wrobertson/
<b>DATE SIGNED:</b>	05/23/2018

**Total Attachments: 18**  
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**Tre Hargett**  
Secretary of State

**Division of Business Services**  
**Department of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

FRED'S STORES OF TENNESSEE, INC.  
4300 NEW GETWELL RD  
MEMPHIS, TN 38118-6801

April 4, 2018

**Control # 11942**

Effective Date: 04/04/2018

**Document Receipt**

Receipt #: 4002951

Filing Fee: \$100.00

Payment-Check/MO - BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ

\$100.00

**ACKNOWLEDGMENT OF MERGER**

**FRED'S STORES OF TENNESSEE, INC. (TENNESSEE) (Qualified Non-survivor)**  
merged into **FRED'S STORES OF TENNESSEE, INC. (DELAWARE) (Unqualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett  
Secretary of State

Processed By: Cynthia Dunn

FILED

ARTICLES OF MERGER OF  
FRED'S STORES OF TENNESSEE, INC.,  
A TENNESSEE CORPORATION,  
WITH AND INTO  
FRED'S STORES OF TENNESSEE, INC.,  
A DELAWARE CORPORATION

Pursuant to the provisions of the Tennessee Business Corporation Act (the "TBCA") and the General Corporation Law of the State of Delaware, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

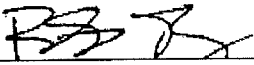
1. The Agreement and Plan of Merger (the "Agreement") is attached hereto as Appendix "A" and incorporated herein by reference.
2. Fred's Stores of Tennessee, Inc., a Delaware corporation, is the surviving corporation in the merger (the "Surviving Corporation").
3. Fred's Stores of Tennessee, Inc., a Tennessee corporation, is the merging corporation in the merger (the "Merging Corporation").
4. Pursuant to the TBCA, the sole shareholder of the Merging Corporation was required to approve the Agreement. The Board of Directors of the Merging Corporation duly adopted the Agreement on March 30, 2018, and the sole shareholder of the Merging Corporation approved the Agreement on March 30, 2018, by an affirmative vote of the required percentage of all the votes entitled to be cast.
5. As to the Surviving Corporation, a Delaware corporation, the Agreement and the performance of its terms were duly authorized by all action required by the laws of Delaware and by its Certificate of Incorporation.
6. The foregoing Articles of Merger shall be effective upon filing with the Tennessee Secretary of State.

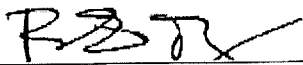
REC'D BY: JAMES M. BROWN, JR. DATE: 07/19/2018 10:51 AM

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 4<sup>th</sup> day of April, 2018.

**FRED'S STORES OF TENNESSEE, INC.**  
a Delaware corporation

**FRED'S STORES OF TENNESSEE, INC.**  
a Tennessee corporation

By:   
Name: Ron Kay  
Title: Treasurer

By:   
Name: Ron Kay  
Title: Treasurer

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**APPENDIX "A"**  
**AGREEMENT AND PLAN OF MERGER**

*(see attached)*

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## AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into as of the 4<sup>th</sup> day of April, 2018 by and between Fred's Stores of Tennessee, Inc., a Tennessee corporation with a mailing address of 4300 New Getwell Rd., Memphis, TN 38118 ("FSOT TN"), and Fred's Stores of Tennessee, Inc., a Delaware corporation with a mailing address of 4300 New Getwell Rd., Memphis, TN 38118 ("FSOT DE"). FSOT TN and FSOT DE are from time to time herein referred to as the "Constituent Corporations."

### RECITALS

**WHEREAS**, FSOT TN is a corporation duly organized and existing under the laws of the State of Tennessee and, on the date hereof, has authority to issue 100,000 shares of common stock, par value \$0.10 per share ("FSOT TN Common Stock"), of which 1,000 shares are issued and outstanding as of the date hereof.

**WHEREAS**, FSOT DE is a corporation duly organized and existing under the laws of the State of Delaware and, on the date hereof, has authority to issue 100,000 shares of common stock, par value \$0.001 per share ("FSOT DE Common Stock"), of which no shares are issued and outstanding as of the date hereof.

**WHEREAS**, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations and their respective shareholders that FSOT TN be merged with and into FSOT DE for the sole purpose of changing the jurisdiction of incorporation of FSOT TN from the State of Tennessee to the State of Delaware.

**WHEREAS**, each of the Constituent Corporations has adopted the Plan of Merger embodied in this Agreement, which has been approved by FSOT TN's sole shareholder.

**NOW, THEREFORE**, in consideration of the terms hereof, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided, as follows:

### ARTICLE I The Merger

1.01 The Merger. Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), FSOT TN shall be merged with and into FSOT DE in accordance with the applicable laws of the States of Tennessee and Delaware (the "Merger"). The separate existence of FSOT TN shall cease, and FSOT DE shall be the surviving corporation (the "Surviving Corporation") and shall be governed by the laws of the State of Delaware.

1.02 Effective Date. The Merger shall become effective on the date and at the time of filing of the Articles of Merger, in substantially the form annexed hereto as Exhibit "A", with the Secretary of State of the State of Tennessee, and Certificate of Merger in substantially the form annexed hereto as Exhibit "B", with the Secretary of State of the State of Delaware, whichever later occurs (the "Effective Date"), all after satisfaction of the requirements of the applicable laws of such States prerequisite to such filings.

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1.03 Certificate of Incorporation. On the Effective Date, the Certificate of Incorporation of FSOT DE, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

1.04 Bylaws. On the Effective Date, the Bylaws of FSOT DE, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

1.05 Directors and Officers. The directors and officers of FSOT DE immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

1.06 Tax Consequences. It is intended by the Constituent Corporations that the Merger shall constitute a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

## **ARTICLE II** **Conversion of Shares**

2.01 FSOT TN Common Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share of FSOT TN Common Stock outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the common stock of the Surviving Corporation, par value of \$0.001 per share (“Survivor Stock”).

2.02 Exchange of Certificates. Each person who becomes entitled to receive Survivor Stock by virtue of the Merger shall be entitled to receive from the Surviving Corporation, as promptly as practicable after the Effective Date, a certificate or certificates representing the number of shares of Survivor Stock to which such person is entitled as provided herein.

## **ARTICLE III** **Effect of the Merger**

3.01 Rights, Privileges, Etc. On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of FSOT TN and FSOT DE; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of FSOT TN and FSOT DE on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest therein vested in FSOT TN or FSOT DE, shall not revert or in any way be impaired by reason of this Merger; and all of the rights of creditors of FSOT TN and FSOT DE shall be preserved unimpaired, and all liens upon the property of FSOT TN or FSOT DE shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to

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the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

3.02 Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of FSOT TN such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of FSOT TN and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of FSOT TN or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

**ARTICLE IV**  
**Miscellaneous**

4.01 Abandonment. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either FSOT TN or FSOT DE or both, notwithstanding the approval of this Agreement by the Board of Directors or shareholders of FSOT TN and FSOT DE.

4.02 Amendment. At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the Board of Directors of either FSOT TN or FSOT DE or both; provided, however, that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the rights of the shareholders of such Constituent Corporation.

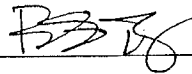
4.03 Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware and, so far as applicable, the merger provisions of the Tennessee Business Corporation Act.

**[SIGNATURE PAGE TO FOLLOW.]**


RECORDED BY INSTRUMENT NUMBER 2007/000135: 07/19/07 09:51:25

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the day and year first above written.

FRED'S STORES OF TENNESSEE, INC., a  
Tennessee corporation

By:   
Name: Ron Kay  
Title: Treasurer

FRED'S STORES OF TENNESSEE, INC., a  
Delaware corporation

By:   
Name: Ron Kay  
Title: Treasurer

0710-RSC002 /RR/RR 01R7/RR/RR TC.C 01R7/RR/RR 0710-RSC002

**EXHIBIT A**  
**ARTICLES OF MERGER**

*(see attached)*

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**ARTICLES OF MERGER OF  
FRED'S STORES OF TENNESSEE, INC.,  
A TENNESSEE CORPORATION,  
WITH AND INTO  
FRED'S STORES OF TENNESSEE, INC.,  
A DELAWARE CORPORATION**

Pursuant to the provisions of the Tennessee Business Corporation Act (the "TBCA") and the General Corporation Law of the State of Delaware, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The Agreement and Plan of Merger (the "Agreement") is attached hereto as Appendix "A" and incorporated herein by reference.
2. Fred's Stores of Tennessee, Inc., a Delaware corporation, is the surviving corporation in the merger (the "Surviving Corporation").
3. Fred's Stores of Tennessee, Inc., a Tennessee corporation, is the merging corporation in the merger (the "Merging Corporation").
4. Pursuant to the TBCA, the sole shareholder of the Merging Corporation was required to approve the Agreement. The Board of Directors of the Merging Corporation duly adopted the Agreement on March 30, 2018, and the sole shareholder of the Merging Corporation approved the Agreement on March 30, 2018, by an affirmative vote of the required percentage of all the votes entitled to be cast.
5. As to the Surviving Corporation, a Delaware corporation, the Agreement and the performance of its terms were duly authorized by all action required by the laws of Delaware and by its Certificate of Incorporation.
6. The foregoing Articles of Merger shall be effective upon filing with the Tennessee Secretary of State.

2018/04/04 09:51 AM RECEIVED BY TELETYPE UNIT

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the \_\_\_\_ day of April, 2018.

**FRED'S STORES OF TENNESSEE,  
INC.**  
a Delaware corporation

**FRED'S STORES OF TENNESSEE,  
INC.**  
a Tennessee corporation

By: \_\_\_\_\_  
Name: Ron Kay  
Title: Treasurer

By: \_\_\_\_\_  
Name: Ron Kay  
Title: Treasurer

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APPENDIX "A"  
AGREEMENT AND PLAN OF MERGER

*(see attached)*

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**EXHIBIT B**  
**CERTIFICATE OF MERGER**

*(see attached)*

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**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
A FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Fred's Stores of Tennessee, Inc., a Delaware corporation, and the name of the corporation being merged into the surviving corporation is Fred's Stores of Tennessee, Inc., a Tennessee corporation.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Fred's Stores of Tennessee, Inc.

**FOURTH:** Upon consummation of the merger, the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 100,000 shares of common stock, par value \$0.10 per share.

**SIXTH:** The merger shall be effective upon filing with the Delaware Secretary of State.

**SEVENTH:** The Agreement and Plan of Merger is on file at of 4300 New Getwell Rd., Memphis, TN 38118, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the \_\_\_\_ day of April, 2018.

FRED'S STORES OF TENNESSEE, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Name: Ron Kay  
Title: Treasurer

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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 MERGER, WHICH MERGES:

"FRED'S STORES OF TENNESSEE, INC.", A TENNESSEE 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 DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTH DAY OF APRIL, A.D. 2018, AT 4:30 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

6830279 8100M  
SR# 20182440994

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202452071  
Date: 04-04-18

TRADEMARK  
REEL: 006334 FRAME: 0706

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:30 PM 04/04/2018  
FILED 04:30 PM 04/04/2018  
SR 20182440994 - File Number 6830279

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
A FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

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**SEVENTH:** The Agreement and Plan of Merger is on file at of 4300 New Getwell Rd., Memphis, TN 38118, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 4<sup>th</sup> day of April, 2018.

**FRED'S STORES OF TENNESSEE, INC.,**  
a Delaware corporation

By:   
Name: Ron Kay  
Title: Treasurer