

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM470138

<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 Road
<b>City:</b>	Memphis
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	38118
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 57**

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
Serial Number:	87822814	FILL90
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

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4768067	FRED'S PHARMACY
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

Property Type	Number	Word Mark
Registration Number:	1524903	FRED'S THE BIGGEST LITTLE DISCOUNT STORE
<b>CORRESPONDENCE DATA</b>		
Fax Number:	2028221111	
<i>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.</i>		
Phone:	202.822.1100	
Email:	smoskowitz@whda.com	
Correspondent Name:	Simor L. Moskowitz	
Address Line 1:	1250 Connecticut Avenue, NW	
Address Line 2:	Suite 850	
Address Line 4:	Washington, D.C. 20036	
NAME OF SUBMITTER:	Simor L. Moskowitz	
SIGNATURE:	/Simor L. Moskowitz/	
DATE SIGNED:	04/17/2018	
<b>Total Attachments: 3</b>		
source=FRED'S STORES OF TENNESSEE, INC. Merger#page1.tif		
source=FRED'S STORES OF TENNESSEE, INC. Merger#page2.tif		
source=FRED'S STORES OF TENNESSEE, INC. Merger#page3.tif		

# 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: 006355 FRAME: 0391

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**

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 4<sup>th</sup> day of April, 2018.

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

By: 

Name: Ron Kay

Title: Treasurer