

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM518782

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Five Below Merchandising, Inc.		03/04/2019	Corporation: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	1616 Holdings, Inc.		
Street Address:	701 Market Street, Suite 300		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19106		
Entity Type:	Corporation: PENNSYLVANIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4632590	{ROOM 2 ROOM}	
Registration Number:	4091585	ROOM 2 ROOM	
Registration Number:	4973432	SERIES-8 FITNESS	
Registration Number:	4809074	SERIES-8 FITNESS	
CORRESPONDENCE DATA			
Fax Number:	2156894625		
<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:	215.981.4351		
Email:	carissiv@pepperlaw.com, catalant@pepperlaw.com, tierm@pepperlaw.com		
Correspondent Name:	Vincent V. Carissimi		
Address Line 1:	3000 Two Logan Square		
Address Line 2:	Eighteenth and Arch Streets		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
NAME OF SUBMITTER:	Vincent V. Carissimi		
SIGNATURE:	/Vincent V. Carissimi/		
DATE SIGNED:	04/12/2019		
Total Attachments: 3			

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TRADEMARK

REEL: 006617 FRAME: 0164

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to:	<p>Articles of Amendment Domestic Corporation</p>  <p>TCO190223ZN0226</p>		
Name			
Address			
City		State	Zip Code
<input type="checkbox"/> Return document by email to: _____			

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: ☒ Business Corporation (§ 1915) ☐ Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Five Below Merchandising, Inc.				
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (Complete only (a) or (b), not both)				
(a) Number and Street	City	State	Zip	County
1818 Market Street, Suite 1900	Philadelphia	PA	19103	Philadelphia
(b) Name of Commercial Registered Office Provider				County
c/o				
3. The statute by or under which it was incorporated: <u>Business Corporation Law of 1988, as amended</u>				
4. The date of its incorporation: <u>06/03/2013</u> (MM/DD/YYYY)				
5. Check, and if appropriate complete, one of the following:				
<input type="checkbox"/> The amendment shall be effective upon filing these Articles of Amendment in the Department of State.				
<input checked="" type="checkbox"/> The amendment shall be effective on: <u>03/04/2019</u> at _____ Date (MM/DD/YYYY) Hour (if any)				

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PA. DEPT. OF STATE

6. Check one of the following:

☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

☐ The amendment adopted by the corporation, set forth in full, is as follows

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

15th day of February 2019

Five Below Merchandising, Inc.

Name of Corporation

Signature

Vice President, Secretary & Treasurer
Title

TRADEMARK

REEL: 006617 FRAME: 0166

EXHIBIT A
TO
ARTICLES OF AMENDMENT
OF
FIVE BELOW MERCHANDISING, INC.

Article 1 and Article 2 of the Articles of Incorporation are being amended to read as follows:

Article 1: The name of the corporation is: 1616 Holdings, Inc.

Article 2: The address of the corporation's registered office in this Commonwealth is:
701 Market Street, Suite 300, Philadelphia, PA 19106, Philadelphia County.

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