

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM623891

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/07/2020 |
| SEQUENCE: | 1 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------------|----------|----------------|-----------------------|
| J. C. Penney Purchasing Corporation | | 12/07/2020 | Corporation: NEW YORK |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------------------|
| Name: | J. C. Penney Purchasing Corporation I |
| Street Address: | 6501 Legacy Drive |
| City: | Plano |
| State/Country: | TEXAS |
| Postal Code: | 75024 |
| Entity Type: | Corporation: DELAWARE |

PROPERTY NUMBERS Total: 22

| Property Type | Number | Word Mark |
|----------------|----------|------------------|
| Serial Number: | 90293662 | THEREABOUTS |
| Serial Number: | 90259292 | HOME EXPRESSIONS |
| Serial Number: | 90191609 | HOPE & WONDER |
| Serial Number: | 90160498 | RYEGRASS |
| Serial Number: | 90354296 | OUTDOOR OASIS |
| Serial Number: | 88813659 | |
| Serial Number: | 88761785 | MYNAH |
| Serial Number: | 88742481 | DECREE |
| Serial Number: | 88746577 | LOOM + FORGE |
| Serial Number: | 88142771 | FUTURE SOURCE |
| Serial Number: | 88278525 | STYLUS |
| Serial Number: | 88822103 | CHRISTIE & JILL |
| Serial Number: | 88483612 | LINDEN STREET |
| Serial Number: | 88777086 | WORTHINGTON |
| Serial Number: | 88939881 | EVERAIR |
| Serial Number: | 88745216 | SONNET SHORES |
| Serial Number: | 88466110 | PAW & TAIL |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------|----------|---------------|
| Serial Number: | 88438078 | PAW & TAIL |
| Serial Number: | 88899635 | THEREABOUTS |
| Serial Number: | 88899586 | HOPE & WONDER |
| Serial Number: | 88823061 | |
| Serial Number: | 87876744 | SIMPLY LIZ |

CORRESPONDENCE DATA

Fax Number:

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: 9724311000

Email: slewisbu@jcp.com

Correspondent Name: Stephanie Lewis-Bullitt

Address Line 1: 6501 Legacy Drive

Address Line 4: Plano, TEXAS 75024

| | |
|---------------------------|---------------------------|
| NAME OF SUBMITTER: | Stephanie Lewis-Bullitt |
| SIGNATURE: | /Stephanie Lewis-Bullitt/ |
| DATE SIGNED: | 02/02/2021 |

Total Attachments: 7

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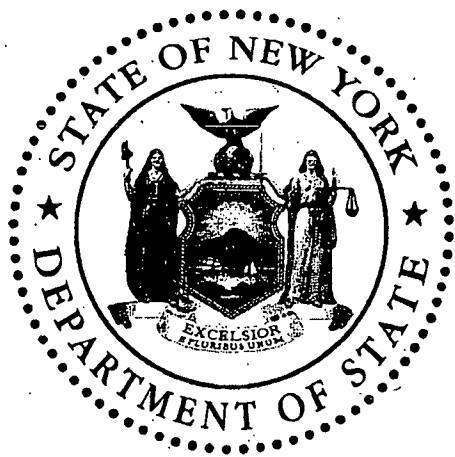
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 21, 2020.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

New York State
 Department of State
 Division of Corporations, State Records
 and Uniform Commercial Code
 Albany, NY 12231

**CERTIFICATE OF MERGER
 OF**

J. C. Penney Purchasing Corporation

INTO

J. C. Penney Purchasing Corporation I

Under Section 907 of the Business Corporation Law

FIRST: The name of each constituent corporation is: J. C. Penney Purchasing Corporation (the "Corporation") and J. C. Penney Purchasing Corporation I ("Merger Sub").

SECOND: The name of the surviving foreign corporation is J. C. Penney Purchasing Corporation I and its Certificate of Incorporation and Bylaws shall be the Certificate of Incorporation and Bylaws of Merger Sub.

THIRD: The designation and number of each class of shares of each constituent corporation is as follows:

| Constituent corporation | Designation of each outstanding class and series of shares | Number of outstanding shares of each class | Number of outstanding shares of entitled to vote |
|---------------------------------------|--|--|--|
| J. C. Penney Purchasing Corporation | Common Stock (par value \$100) | 300 | 300 |
| J. C. Penney Purchasing Corporation I | Common Stock (par value \$0.01) | 1,000 | 1,000 |

FOURTH: No such shares are subject to change prior to the Effective Date (as defined below).

FIFTH: The effective date of the merger shall be December 7, 2020 (the "Effective Date").

SIXTH: The agreement of merger has been approved by the vote of the sole shareholder of the Corporation and the sole shareholder of Merger Sub and executed by each of the constituent corporations that is a party thereto. The merger is permitted by the laws of the state of Delaware and is in compliance therewith.

SEVENTH: The Certificate of Incorporation of Merger Sub was filed with the Secretary of State of Delaware on December 1, 2020. Merger Sub has not filed an application for authority with the New York Department of State and Merger Sub shall not do business in this state until an application for such authority shall have been filed with the New York Department of State.

EIGHTH: The Certificate of Incorporation of the Corporation was filed with the Secretary of State of New York (the "Secretary of State") on June 17, 1959.

NINTH: The surviving foreign corporation may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation previously amenable to suit in this state, which is a constituent corporation in this merger, and for the enforcement, as provided in the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation.

TENTH: Subject to the provisions of Section 623 of the Business Corporation Law, the surviving foreign corporation will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.

ELEVENTH: The Secretary of State is designated as agent of the foreign corporation upon whom process against it may be served in any action or special proceeding. The address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is: c/o CT Corporation System, 28 Liberty Street, New York, New York 10005.

TWELFTH: All fees and taxes (including penalties and interest) administered by the department of taxation and finance which are due and payable by the Corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of the merger (which return, if estimated, shall be subject to amendment) has been filed by the Corporation and the surviving corporation will within thirty days after the filing of this certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by the Corporation.

THIRTEENTH: The merger of the Corporation into the Merger Sub shall, *inter alia*, result in the Merger Sub, by operation of law possessing all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of each of such corporations so merged (located in the USA or overseas, whether directly or via a branch or representative office), as a

continuation of the legal personality of the Corporation into the Merger Sub in all respects as one single legal entity.

[Signature pages follow.]

*J. C. Penney Purchasing
Corporation*

Dawn Wolverton

X.

(Signature)

Dawn Wolverton

(Type or print name)

Assistant Secretary

(Title or capacity of signer)

*J. C. Penney Purchasing
Corporation I*

X 
(Signature)

Alan Carr
(Type or print name)

President
(Title or capacity of signer)

[Signature Page to NY Certificate of Merger for J. C. Penney Purchasing Corporation]

TRADEMARK
REEL: 007177 FRAME: 0788

