

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VON MAUR ILLINOIS, INC.		11/29/2006	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	VON MAUR, INC.		
Street Address:	6565 BRADY STREET		
City:	DAVENPORT		
State/Country:	IOWA		
Postal Code:	52806		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2231610	VON MAUR	
CORRESPONDENCE DATA			
Fax Number:	(563)324-1616		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	563-333-6638		
Email:	socallaghan@l-wlaw.com		
Correspondent Name:	Sara O'Callaghan		
Address Line 1:	220 N. Main Street, Suite 600		
Address Line 4:	Davenport, IOWA 52801-1987		
NAME OF SUBMITTER:	SARA O'CALLAGHAN		
Signature:	/Sara O'Callaghan/		
Date:	10/01/2008		

Total Attachments: 9
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OP \$40.00 2231610

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FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62766
Telephone (217) 782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED

NOV 29 2006

JESSE WHITE
SECRETARY OF STATE

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 6510-0487 Filing Fee: \$ 100.00 Approved: lt
Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ^{merge}~~consolidate~~ and the state or country of their incorporation;
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Von Maur Illinois, Inc.</u>	<u>Illinois</u>	<u>65100487</u>
<u>Von Maur, Inc.</u>	<u>Iowa</u>	<u>12160828 (IL)</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving}~~new~~ corporation: Von Maur Illinois, Inc.
~~acquiring~~

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger}~~consolidation~~ is as follows: See attached Exhibit "A".
~~exchange~~

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5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Von Maur Illinois, Inc.

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation) N/A

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under § 11.90--90% owned subsidiary provisions.) **N/A**

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated November 27, 2006
(Month & Day) (Year)

Von Maur Illinois, Inc., an Illinois corporation
(Exact Name of Corporation)

Terrence A. Kilburg
(Any authorized officer's signature)

Terrence A. Kilburg, Chief Financial Officer
(Type or Print Name and Title)

Dated November 27, 2006
(Month & Day) (Year)

Von Maur, Inc., an Iowa corporation
(Exact Name of Corporation)

Terrence A. Kilburg
(Any authorized officer's signature)

Terrence A. Kilburg, Chief Financial Officer
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

(Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

C-195.10

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
VON MAUR, INC., AN IOWA CORPORATION
AND
VON MAUR ILLINOIS, INC., AN ILLINOIS CORPORATION**

This Agreement and Plan of Merger is made and entered into as of September 18, 2006, by and between VON MAUR, INC., an Iowa corporation (hereinafter referred to as the "Merging Corporation") and VON MAUR ILLINOIS, INC., an Illinois corporation (hereinafter referred to as the "Surviving Corporation").

ARTICLE 1. MERGING AND SURVIVING COMPANIES

1.1 Merging Corporation. Merging Corporation is organized and in good standing under the laws of the State of Iowa. The registered office of said corporation is 6565 Brady Street, Davenport, Iowa, and the name of the registered agent is Charles A. von Maur. The aggregate number of shares of that the Merging Corporation has authority to issue is as follows:

<u>CLASS</u>	<u>PAR VALUE</u>	<u>AUTHORIZED</u>	<u>ISSUED</u>
Common Stock	None	5,000	806.50
Class B Common Stock	None	45,000	7,258.50

1.2 Surviving Corporation. Surviving Corporation is organized and in good standing under the laws of the State of Illinois and was incorporated on August 29, 2006. The total number of shares of stock which the Surviving Corporation has authority to issue is as follows:

<u>CLASS</u>	<u>PAR VALUE</u>	<u>AUTHORIZED</u>	<u>ISSUED</u>
Common Stock	\$100	5,000	1
Class B Common Stock	None	45,000	-0-

1.3 Merger. Each corporation deems it advisable that Merging Corporation and Surviving Corporation merge upon the terms and conditions set forth in this Agreement and Plan of Merger, in accordance with Section 490.1102 of the Iowa Business Corporation Act ("Iowa Act") and Section 11.35 of the Illinois Business Corporation Act of 1983 ("Illinois Act"). Upon the terms and subject to the Iowa Act and the Illinois Act on the Effective Date (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation. As

EXHIBIT "A" TO ARTICLES OF MERGER

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a result of the merger, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue as the surviving corporation.

1.4 Name of Surviving Corporation. The name of the Surviving Corporation shall be changed to Von Maur, Inc., as of the Effective Date of the Merger.

ARTICLE 2. EFFECT OF MERGER

2.1 Effective Date. Subject to the provisions of this Agreement, articles of merger ("Articles of Merger") shall be duly prepared, executed and delivered to the Secretary of State of Iowa and Secretary of State of Illinois, as applicable, for filing. The merger shall be effective upon the filing of the Articles of Merger with the offices of the Illinois Secretary of State (the "Effective Date"). Upon the Effective Date, the merger shall be effective and shall have the effects set forth in the Iowa Act and the Illinois Act. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date, all rights, privileges, powers, immunities and franchises of the Merging Corporation and Surviving Corporation shall vest in the Surviving Corporation and all debts, liabilities and duties of the Merging Corporation and Surviving Corporation shall become the obligation of the Surviving Corporation and:

(a) Single Corporation. Merging Corporation and Surviving Corporation shall be a single corporation with Surviving Corporation as the survivor and the separate existence of Merging Corporation shall cease, except to the extent that may be provided by the Iowa Act as to the Merging Corporation;

(b) Surviving Corporation Rights Vested. Surviving Corporation shall possess all rights, privileges, immunities and franchises, of a public and private nature of the Merging Corporation; and all property, real, personal, mixed, and all and every other interest of or belonging or due to the Merging Corporation shall be taken and vested in the Surviving Corporation without any further act or deed; and the title to all real estate or any interest therein of the Merging Corporation shall not revert or in any way be impaired by reason of the merger into the Surviving Corporation;

(c) Surviving Corporation Obligations. Surviving Corporation shall be bound by and liable for any and all liabilities, debts, duties and obligations of the Merging Corporation; and any claim, action or proceeding existing or pending by or against the Merging Corporation may be prosecuted to judgment, or the Surviving Corporation may be substituted in its place, and neither the rights of any creditors nor the liens on any property of the Merging Corporation shall be impaired in any way by the merger;

(d) Funds for Dividend Payments. The aggregate amount of the net assets of the Merging Corporation which were available for payment of dividends immediately prior to the merger, shall continue to be available for the payment of dividends by the Surviving Corporation;

(e) Articles of Incorporation. The Articles of Incorporation and Certificate of Incorporation of the Surviving Corporation, as existing and constituted immediately prior to the

Effective Date of the merger shall be and constitute the Articles of Incorporation and Certificate of Incorporation of the Surviving Corporation, except that Article 1 shall be and is amended to reflect the name of the Surviving Corporation as "VON MAUR, INC";

(f) Bylaws. The bylaws of the Merging Corporation, as existing and constituted immediately prior to the Effective Date of the merger, shall be and constitute the Bylaws of the Surviving Corporation;

(g) Board of Directors. The board of directors, and the member(s) thereof, of the Merging Corporation, as existing and constituted immediately prior to the Effective Date of the merger, shall be and constitute the board of directors of the Surviving Corporation to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation;

(h) Officers. The officers of the Merging Corporation, as have been elected and constituted immediately prior the Effective Date of the merger, shall be and constitute the officers of the Surviving Corporation to hold office in accordance with the Articles and Bylaws of the Surviving Corporation.

ARTICLE 3. CONVERSION OF SHARES

The manner and basis of converting the shares of each of the constituent corporations into shares of the Surviving Corporation shall be as follows:

3.1 Merging Corporation Share Conversion. On the Effective Date, each share Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date of the merger, together with all rights with respect thereto, shall be converted into the same number of shares of Common Stock of the Surviving Corporation, including any fractional shares; and each share of Class B Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date, together with all rights with respect thereto, shall be converted into the same number of shares of Class B Common Stock of the Surviving Corporation, including any fractional shares;

3.2 Surviving Corporation Share Cancellation. Each share of the Surviving Corporation issued and outstanding immediately prior to the Effective Date of the merger shall be cancelled and retired and shall cease to exist as of the Effective Date of the merger, and the holder of such shares shall be paid the sum of \$100.00 by the Surviving Corporation.

ARTICLE 4. FURTHER ASSURANCES

If, at any time, the Surviving Corporation shall be required or find it advisable that a further assignment or assurance shall become necessary or desirable with respect to the title to any property or rights of the Merging Corporation, the former officers of the Merging Corporation may execute and make all proper assignments and assurances and do all things necessary or desirable to transfer such property or rights into the Surviving Corporation, and to otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE 6. APPROVAL OF SHAREHOLDERS

This Agreement and Plan of Merger shall be submitted to the shareholders of the Merging Corporation and the Surviving Corporation, as provided by law, and shall be deemed to be the Agreement and Plan of Merger of said corporations upon the approval and adoption thereof by the shareholders of each corporation, in accordance with the Iowa Act and Illinois Act, respectively, and thereafter the Merging Corporation and Surviving Corporation shall then take all necessary or desirable actions to consummate the merger of the corporations pursuant to this Agreement.

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Pursuant to the approval and authority given by resolutions duly adopted by the respective boards of directors, this Agreement and Plan of Merger is hereby executed by the parties hereto as of the day and year written above.

VON MAUR, INC., an Iowa corporation

By: Terrence A. Kilburg
Terrence A. Kilburg,
Chief Financial Officer

VON MAUR ILLINOIS, INC.,
an Illinois corporation

By: Terrence A. Kilburg
Terrence A. Kilburg,
Chief Financial Officer

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CERTIFICATION

The undersigned, Terrence A. Kilburg, Secretary of Von Maur, Inc., an Iowa corporation, hereby certifies that the attached Agreement and Plan of Merger to which this certificate is attached, was duly approved and ratified by the vote of the shareholders holding a majority of the shares entitled to vote at a duly called meeting of said shareholders and duly adopted as an act of the shareholders of Von Maur, Inc., an Iowa corporation, by and on behalf of said corporation.


Terrence A. Kilburg, Secretary

Attest:

James D. von Maur, President


CERTIFICATION

The undersigned, Terrence A. Kilburg, Secretary of Von Maur Illinois, Inc., an Illinois corporation, hereby certifies that the attached Agreement and Plan of Merger to which this certificate is attached, was duly approved and ratified by the vote of the shareholders holding a majority of the shares entitled to vote at a duly called meeting of said shareholders and duly adopted as an act of the shareholders of Von Maur, Inc., an Illinois corporation, by and on behalf of said corporation.


Terrence A. Kilburg, Secretary

Attest:

James D. von Maur, President

FILED
IOWA
SECRETARY OF STATE
12/13/06
4:31 pm
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