

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM623908

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
J. C. Penney Purchasing Corporation I		12/07/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	JC Penney Purchasing I LLC
Street Address:	6501 Legacy Drive
City:	Plano
State/Country:	TEXAS
Postal Code:	75024
Entity Type:	Limited Liability Company: 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
Serial Number:	88438078	PAW & TAIL

TRADEMARK

Property Type	Number	Word Mark
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: 13

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "JC PENNEY PURCHASING I LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF DECEMBER, A.D. 2020, AT 5:21 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SEVENTH DAY OF DECEMBER, A.D. 2020, AT 2:22 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "J. C. PENNEY PURCHASING CORPORATION I" TO "JC PENNEY PURCHASING I LLC", FILED THE SEVENTH DAY OF DECEMBER, A.D. 2020, AT 2:22 O`CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE SEVENTH DAY OF DECEMBER, A.D. 2020, AT 2:22 O`CLOCK P.M.

CERTIFICATE OF DIVISION, FILED THE SEVENTH DAY OF DECEMBER, A.D. 2020, AT 2:22 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4297828 8100H
SR# 20208704893

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204369221
Date: 12-18-20

TRADEMARK
REEL: 007177 FRAME: 0899

Delaware

The First State

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*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "JC PENNEY PURCHASING I
LLC".*




Jeffrey W. Bullock, Secretary of State

4297828 8100H
SR# 20208704893

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204369221
Date: 12-18-20

TRADEMARK
REEL: 007177 FRAME: 0900

**CERTIFICATE OF INCORPORATION
OF
J. C. PENNEY PURCHASING CORPORATION I**

FIRST: The name of this corporation (the "Corporation") shall be J. C. Penney Purchasing Corporation I.

SECOND: Its registered office in the State of Delaware shall be located at c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, State of Delaware 19801, and the name of its registered agent at such address shall be The Corporation Trust Company.

THIRD: The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The total number of shares of stock which this Corporation is authorized to issue is 1,000. All such shares are of one class and are shares of Common Stock with the par value of \$0.01 per share.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Nicole Garbe	1285 Avenue of the Americas New York, NY 10019

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws.

SEVENTH: To the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended, the personal liability of the directors of the Corporation for monetary damages to the Corporation or its stockholders for breach of fiduciary duty as a director is hereby eliminated.

EIGHTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) the directors, officers, employees and agents of the Corporation through bylaw provisions, agreements with such directors, officers, employees and agents, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

Any amendment, repeal or modification of the foregoing provisions of this Article Eighth shall not adversely affect any right or protection of a director, officer, employee or agent existing at the time of any acts or omissions of such director, officer, employee or agent occurring prior to, such amendment, repeal or modification.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed, signed and acknowledged this Certificate of Incorporation as of this 1st day of December, 2020.

/s/ Nicole Garbe

Nicole Garbe
Incorporator

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

December 7, 2020

The undersigned, an authorized person, for the purpose of converting J. C. Penney Purchasing Corporation I, a Delaware corporation (the "Corporation"), to a limited liability company under the provisions of and subject to the requirements of Section 18-214 of the Delaware Limited Liability Company Act (the "Act"), hereby certifies that:

FIRST: The jurisdiction where the Corporation first formed is Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate is Delaware.

THIRD: The date the Corporation first formed is December 1, 2020.

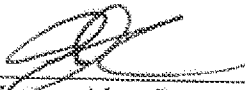
FOURTH: The name of the Corporation immediately prior to filing this Certificate is J. C. Penney Purchasing Corporation I.

FIFTH: The name of the Limited Liability Company as set forth in the Certificate of Formation is JC Penney Purchasing I LLC.

SIXTH: The conversion of the Corporation into JC Penney Purchasing I LLC shall, *inter alia*, result in JC Penney Purchasing I LLC possessing by operation of law all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation, as well as all other things and causes of action belonging to the Corporation (located in the USA or overseas, whether directly or via a branch or representative office), shall remain vested in JC Penney Purchasing I LLC to which the Corporation has converted and shall be the property of JC Penney Purchasing I LLC, as a continuation of the legal personality of the Corporation into JC Penney Purchasing I LLC in all respects as one single legal entity.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the first date set forth above.

By: 
Name: Alan Carr
Title: President

[Signature Page to Certificate of Conversion -- JC Penney Purchasing]

TRADEMARK
REEL: 007177 FRAME: 0904

CERTIFICATE OF FORMATION
OF
JC PENNEY PURCHASING I LLC

This Certificate of Formation of JC Penney Purchasing I LLC, dated as of December 7, 2020, has been duly executed and is being filed by Nicole Garbe, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST: The name of the limited liability company is JC Penney Purchasing I LLC (the "Company").

SECOND: The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, State of Delaware 19801.

THIRD: The name and address of the registered agent for service of process of the Company in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, State of Delaware 19801.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

By: /s/ Nicole Garbe
Name: Nicole Garbe
Title: Authorized Person

[Signature Page to Certificate of Formation of JC Penney Purchasing I LLC]

TRADEMARK
REEL: 007177 FRAME: 0906

CERTIFICATE OF MERGER

OF

J. C. PENNEY PURCHASING CORPORATION

INTO

J. C. PENNEY PURCHASING CORPORATION I

(Under Section 252 of the Delaware General Corporation Law)

December 7, 2020

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), J. C. Penney Purchasing Corporation I, a Delaware corporation ("Merger Sub"), hereby certifies the following information relating to the merger of J. C. Penney Purchasing Corporation, a New York corporation (the "Corporation"), with and into Merger Sub (the "Merger"):

1. The names and states of formation of Merger Sub and the Corporation which are the constituent corporations in the Merger (the "Constituent Corporations") are as follows, respectively:

<u>Name</u>	<u>Jurisdiction</u>
J. C. Penney Purchasing Corporation I	Delaware
J. C. Penney Purchasing Corporation	New York

2. The Agreement and Plan of Merger, dated December 7, 2020 (the "Merger Agreement"), by and between Merger Sub and the Corporation, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252 of the DGCL.

3. Pursuant to the Merger Agreement, the Corporation shall be merged with and into Merger Sub and Merger Sub shall be the company surviving the Merger, whose name following the Merger shall remain unchanged.

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of Merger Sub shall remain unchanged and be the Certificate of Incorporation of the surviving company.

5. An executed Merger Agreement is on file at the principal place of business of Merger Sub, which is located at 6501 Legacy Drive, Plano, Texas 75024.

6. A copy of the Merger Agreement will be furnished by Merger Sub, on request and without cost, to any stockholder of any Constituent Corporation.

7. The authorized capital stock of the Corporation is 300 shares of common stock, \$100 par value.

8. The merger of the Corporation into Merger Sub shall, *inter alia*, result in 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 corporation 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 page follows*]

IN WITNESS WHEREOF, this Certificate of Merger has been executed
as of the date first written above.

J. C. PENNEY PURCHASING
CORPORATION I

By: 

Name: Alan Carr

Title: President

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

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CERTIFICATE OF DIVISION

OF

JC PENNEY PURCHASING I LLC

Pursuant to the provisions of Section 18-217 of the Delaware Limited Liability Company Act (the "Delaware LLC Act"), JC Penney Purchasing I LLC, a Delaware limited liability company and the dividing company (the "Dividing Company"), hereby executes this Certificate of Division (the "Certificate") for the purpose of dividing (the "Division") the Dividing Company into the Dividing Company and JC Penney Purchasing LLC, a Delaware limited liability company.

1. The name of the Dividing Company, which is also the name under which its certificate of formation was originally filed, is JC Penney Purchasing I LLC. The Dividing Company is a surviving company.

2. The date of filing of the Dividing Company's original certificate of formation with the Secretary of State of the State of Delaware is December 7, 2020.

3. The name of each division company is:

JC Penney Purchasing LLC

JC Penney Purchasing I LLC

4. The name and business address of the division contact required by Section 18-217(g)(3) of the Delaware LLC Act is: JC Penney Purchasing LLC, 6501 Legacy Drive, Plano, Texas 75024.

5. The Division has been approved in accordance with the provisions of Section 18-217 of the Delaware LLC Act.

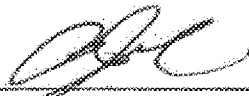
6. The Plan of Division is on file at the principal place of business of the Dividing Company. The address of the principal place of business of the Dividing Company is 6501 Legacy Drive, Plano, Texas 75024.

7. A copy of the Plan of Division shall be furnished by the Dividing Company, on request and without cost, to any member of the Dividing Company.

8. The division effected hereby of the Dividing Company into JC Penney Purchasing LLC and the Dividing Company shall, *inter alia*, result in JC Penney Purchasing LLC and the Dividing Company collectively possessing, by operation of law, 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 the Dividing Company so demerged (located in the USA or overseas, whether directly or via a branch or representative office), as a continuation of the legal personality of the Dividing Company into JC Penney Purchasing LLC and the Dividing Company in all respects in accordance with the division of such matters as set out in the Plan of Division.

Division. IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of

JC PENNEY PURCHASING I LLC

By: 
Name: Alan Carr
Title: President

[Signature Page – Certificate of Division]