

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM677672

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:	75204
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	6186437	WORTHINGTON
Registration Number:	6213359	QUICK-DRI

CORRESPONDENCE DATA

Fax Number: 6462192353

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: 212-373-2488

Email: mamcdonough@paulweiss.com, mangelopoulos@paulweiss.com, mmcguire@paulweiss.com

Correspondent Name: Marissa McDonough

Address Line 1: 1285 Avenue of the Americas

Address Line 2: Paul Weiss Rifkind Wharton & Garrison LLP

Address Line 4: New York, NEW YORK 10019

NAME OF SUBMITTER:	Marissa McDonough
SIGNATURE:	/Marissa McDonough/
DATE SIGNED:	09/29/2021

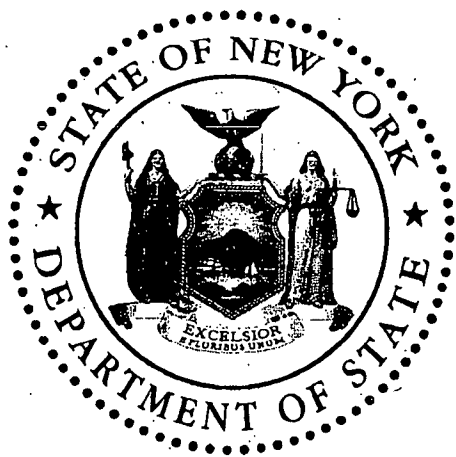
Total Attachments: 7

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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

**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)

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

TRADEMARK

REEL: 007436 FRAME: 0320

*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: 007436 FRAME: 0321

CT07

423

CERTIFICATE OF MERGER
OF

J. C. Penney Purchasing Corporation
(Insert name of Domestic Entity)

INTO

J. C. Penney Purchasing Corporation I
(Insert name of Foreign Corporation)

Under Section 907 of the Business Corporation Law

Filed by: Nicole Garbe
(Name)

1285 Avenue of the Americas
(Mailing address)

New York, NY 10019
(City, State and Zip code)

1-65
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 07 2020

TAX \$ _____

BY:

(For office use only.)

RECEIVED

2020 DEC -7 PM 12:44

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