



02-15-2002



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D \$  
Docket No.:

7153.7

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To the Honorable Commissioner of Patents & Trademarks

Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Zions Co-Operative Mercantile Institution**

2-8-02

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **Utah**  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies)       Yes  No

2. Name and address of receiving party(ies):

Name: **The May Department Stores Company**

Internal Address: **611 Olive Street**

Street Address: **same as above**

City: **St. Louis**                      State: **MO** ZIP: **63101**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **New York**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is                       Yes     N  
(Designations must be a separate document from  
Additional name(s) & address(es)                       Yes     N

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: **March 1, 2000**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers       Yes  No

B. Trademark Registration No.(s)

**2,187,107**

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Dale E. Hulse**

Internal Address: **KIRTON & McCONKIE**

**1800 Eagle Gate Tower**

**60 East South Temple Street**

Street Address: **same as above**

City: **Salt Lake City**                      State: **UT** ZIP: **84111**

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ **40.00**

Enclosed Please charge any deficiency to the Deposit Account.  
 Authorized to be charged to deposit account

8. Deposit account number:

**500843**

2/14/2002 DBYRNE 00000214 2187107  
FC:481 40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

**Dale E. Hulse**                      *Dale E. Hulse*                      **January 10, 2002**  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

20001610

Department of Commerce  
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been read and approved on this 3 day of March 2000 in the office of this Division and hereby issue this Certificate thereof.

Examiner:  Date:   
LORENA NIFTO-JEN  
DIVISION DIRECTOR



ARTICLES OF MERGER OF  
THE MAY DEPARTMENT STORES COMPANY  
(the surviving corporation)  
AND  
ZIONS CO-OPERATIVE MERCANTILE INSTITUTION  
(merging corporation)

FILED

MAR 03 2000

Utah Div. Of Corp. & Comm. Code

These Articles of Merger will be effective on March 3, 2000.

In accordance with Sections 16-10a-1104 and 16-10a-1105 of the Utah Revised Business Corporation Act (the "UT Act") and pursuant to that certain Plan of Merger dated March 1, 2000 by and between The May Department Stores Company, a New York corporation ("May-NY"), and Zions Co-operative Mercantile Institution, a Utah corporation and a wholly-owned subsidiary of May-NY ("ZCMI"), May-NY declares and certifies as follows:

ARTICLE ONE

Plan of Merger

The Plan of Merger is attached to these Articles of Merger as Exhibit A and incorporated in these Articles of Merger by this reference.

ARTICLE TWO

Shareholder Approval

Approval of the Plan of Merger by May-NY's sole shareholder, The May Department Stores Company, a Delaware corporation, was not required pursuant to Subsection 16-10a-1103(7) of the UT Act. Approval of the Plan of Merger by ZCMI's sole shareholder, May-NY, was not required pursuant to Subsection 16-10a-1104(3) of the UT Act.

ARTICLE THREE

Parent and Subsidiary

Immediately prior to the merger, May-NY, the parent corporation, owned 100% of the outstanding shares of ZCMI, the subsidiary corporation.

ARTICLE FOUR

Effective Date

These Articles of Merger will be effective on March 3, 2000. The effective date complies with Subsection 16-10a-1104(5) of the UT Act.

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ARTICLE FIVE

Principal Office of the Surviving Corporation

The address of the principal office of May-NY, the surviving corporation of the merger, is as follows:

The May Department Stores Company  
611 Olive Street  
St. Louis, Missouri 63101

IN WITNESS WHEREOF, The May Department Stores Company certifies to the truth of the facts stated in these Articles of Merger and executes and delivers these Articles of Merger this 1st day of March, 2000.

THE MAY DEPARTMENT STORES COMPANY,  
a New York corporation

By: Richard A. Brickson  
Richard A. Brickson  
Secretary

Exhibit A

**PLAN OF MERGER OF**  
**ZIONS CO-OPERATIVE MERCANTILE INSTITUTION**  
**INTO**  
**THE MAY DEPARTMENT STORES COMPANY, A NEW YORK CORPORATION**

This PLAN OF MERGER is entered into effective as of March 1, 2000, by and between The May Department Stores Company, a New York corporation ("May-NY"), and Zions Co-operative Mercantile Institution, a Utah corporation and a wholly-owned subsidiary of May-NY ("ZCMI").

RECITALS

A. May-NY was incorporated under the laws of the State of New York on June 4, 1910. ZCMI was incorporated under the name "Zion's Co-operative Mercantile Institution" in accordance with the laws of the State of Utah on September 30, 1895. ZCMI's name was changed to "Zions Co-operative Mercantile Institution" on January 11, 2000. ZCMI is a wholly-owned subsidiary of May-NY on the date of this Plan of Merger.

B. The Board of Directors of each of May-NY and ZCMI deem it advisable and in the best interests of each of their respective corporations and their shareholders that ZCMI be merged with and into its sole shareholder, May-NY, pursuant to Section 905 of the New York Business Corporation Law, as amended from time to time (the "NY Law"), and Sections 16-10a-1104 and 16-10a-1105 of the Utah Revised Business Corporation Act, as amended from time to time (the "UT Act"), and in accordance with the terms and conditions hereinafter set forth.

C. The Board of Directors of each of May-NY and ZCMI have approved and adopted this Plan of Merger as of March 1, 2000.

D. Approval of the Plan of Merger by May-NY's sole shareholder, The May Department Stores Company, a Delaware corporation, was not required pursuant to Section 905 of the NY Law and Subsection 16-10a-1103(7) of the UT Act. Approval of the Plan of Merger by ZCMI's sole shareholder, May-NY was not required pursuant to Subsection 16-10a-1104(3) of the UT Act and Section 905 of the NY Law.

PLAN OF MERGER

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, May-NY and ZCMI hereby agree and covenant as follows:

## ARTICLE I

## THE MERGER

Upon the terms and subject to the conditions of this Plan of Merger and in accordance with the applicable provisions of the NY Law and the UT Act, ZCMI shall be merged with and into May-NY (the "Merger") on the Effective Date (hereinafter defined) and the separate existence of ZCMI shall cease. May-NY shall continue in existence as the corporation surviving the Merger and shall be governed by the laws of the State of New York. The respective Merger documents shall be filed with the Department of State of the State of New York and the Utah Department of Commerce, Division of Corporations and Commercial Code and the "Effective Date" of the Merger shall be March 3, 2000. The Merger shall have the effects set forth in the NY Law and the UT Act. Without limiting the generality of the foregoing, as of the Effective Date, all the rights, privileges, immunities, powers, properties and franchises of ZCMI shall vest into May-NY, the surviving corporation of the Merger, and all obligations, duties, debts and liabilities of ZCMI and May-NY shall become the obligations, duties, debts and liabilities of May-NY, the surviving corporation of the Merger.

## ARTICLE II

## THE STOCK OF MAY-NY AND ZCMI

(a) The authorized capital stock of May-NY consists of (i) 700,000,000 shares of Common Stock, par value \$0.50 per share, of which 313,636,996 shares were issued and 249,190,109 shares were outstanding as of March 1, 2000, and (ii) 25,000,000 shares of Preference Stock, par value \$0.50 per share, of which 0 shares were issued and outstanding as of March 1, 2000.

(b) The authorized capital stock of ZCMI consists of 1,000 shares of Common Stock, par value \$.001 per share. The issued and outstanding capital stock consists of 100 shares of Common Stock, all of which are owned by May-NY on the date of this Plan of Merger..

## ARTICLE III

## CONVERSION OF SHARES

As of the Effective Date, by virtue of the Merger:

- a) The issued and outstanding shares of May-NY shall be unaffected.
- b) Each issued and outstanding share of ZCMI shall be deemed to be, and shall be, canceled.

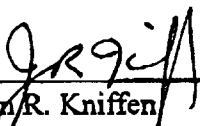
ARTICLE IV

RESTATED CERTIFICATE OF INCORPORATION OF MAY-NY

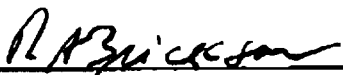
The Restated Certificate of Incorporation of May-NY, in effect immediately prior to the Effective Date, shall be the Restated Certificate of Incorporation of May-NY, the surviving corporation of the Merger, and shall not be altered or amended as a result of this Merger.

IN WITNESS WHEREOF, May-NY and ZCMI have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

THE MAY DEPARTMENT STORES COMPANY,  
a New York corporation

  
\_\_\_\_\_  
Jan R. Kniffen  
Senior Vice President and Treasurer

ZIONS CO-OPERATIVE MERCANTILE INSTITUTION,  
a Utah corporation

  
\_\_\_\_\_  
Richard A. Brickson  
Vice President and Secretary