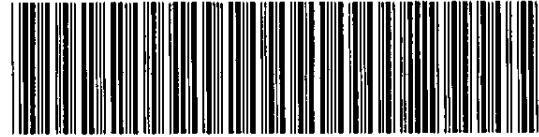


PO2000105636



200279022692

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Melissa Zender gave permission to line through "CATHERINES #5343) INC." RI CORP. This corporation should not have been mentioned in merger.

Office Use Only 11/12/15 DC

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

15 NOV 10 PM 4: 26

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

*Effective:
11-21-15*

Merger

FILED

15 NOV 10 PM 3: 11

SECRETARY OF STATE
ALLAHASSEE, FLORIDA

NOV 13 2015

D CONNELL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 866612 4720431

AUTHORIZATION :

COST LIMIT : \$4,830.00



ORDER DATE : November 10, 2015

ORDER TIME : 3:27 PM

ORDER NO. : 866612-005

CUSTOMER NO: 4720431

ARTICLES OF MERGER

CATHERINES #5059, INC.
CATHERINES #5116, INC.
CATERHINES #5172, INC.

INTO

CATHERINES #5147, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender EXT 62956

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Catherines #5147, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

(Contact Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

_____ At (_____) _____
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

FILED
15 NOV 10 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Catherines #5147, Inc.	Florida	P02000105636

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Catherines #5059, Inc.	Florida	P02000033307 ✓
Catherines #5116, Inc.	Florida	P02000077051 ✓
Catherines #5172, Inc.	Florida	P02000033312 ✓
Catherines #5189, Inc.	Florida	P01000104794 ✓
Catherines #5388, Inc.	Florida	P01000034152 ✓

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 11 / 21 / 15 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on November 9, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 9, 2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION


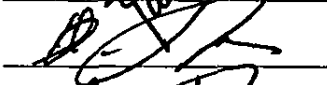


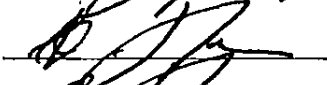
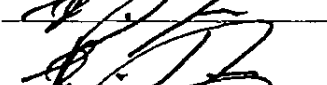
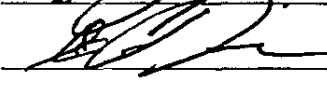


<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Catherines #5147, Inc.</u>		<u>Kirk R. Simme, Vice President</u>
<u>Catherines #5059, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5116, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5172, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5189, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5388, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5395, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5553, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5644, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5725, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Catherines #5745, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u> </u>	<u> </u>	<u>See Exhibit A for add'l entities</u>

Exhibit "A"

**ARTICLES OF MERGER
(Profit Corporations)**

Second: Merging Corporations continued

Constituent Entity	Document Number	Jurisdiction
Catherines #5395, Inc.	P01000030617	FL ✓
Catherines #5553, Inc.	P03000059773	FL ✓
Catherines #5644, Inc.	P03000142863	FL ✓
Catherines #5725, Inc.	P02000125603	FL ✓
Catherines #5745, Inc.	P01000119166	FL ✓
Foreign Entities:		
Price Appeal #5001 of Staten Island, Inc.	N/A	NY ✓
Catherines #5029 of New Hartford, Inc.	N/A	NY ✓
Catherines #5039, Inc.	N/A	NC ✓
Catherines #5043, Inc.	N/A	TN ✓
Catherines #5052, Inc.	N/A	NC ✓
Catherines #5094, Inc.	N/A	AR ✓
Catherines #5111, Inc.	N/A	OH ✓
Catherines #5118, Inc.	N/A	VA ✓
Catherines #5127, Inc.	N/A	NC ✓
Catherines #5143, Inc.	N/A	NC ✓
Catherines #5144, Inc.	N/A	NC ✓
Catherines #5145, Inc.	N/A	NJ ✓
Catherines #5149, Inc.	N/A	VA ✓
Catherines #5151 of Big Flats, Inc.	N/A	NY ✓
Catherines #5156, Inc.	N/A	MI ✓
Catherines #5173, Inc.	N/A	GA ✓
Catherines #5179, Inc.	N/A	SC ✓
Catherines #5186, Inc.	N/A	GA ✓
Catherines #5210, Inc.	N/A	GA ✓
Catherines #5267, Inc.	N/A	AZ ✓
Catherines #5268, Inc.	N/A	AZ ✓
Catherines #5344 of Mays Landing, Inc.	N/A	NJ ✓
Catherines #5345 of Colonial Heights, Inc.	N/A	VA ✓
Catherines #5348, Inc.	N/A	MS ✓
Catherines #5349, Inc.	N/A	TN ✓

Catherines #5352, Inc.	N/A	GA	✓
Catherines #5353, Inc.	N/A	GA	✓
Catherines #5356, Inc.	N/A	VA	✓
Catherines #5357, Inc.	N/A	PA	✓
Catherines #5359, Inc.	N/A	SC	✓
Catherines #5360, Inc.	N/A	MD	✓
Catherines #5361, Inc.	N/A	MA	✓
Catherines #5362, Inc.	N/A	IL	✓
Catherines #5363, Inc.	N/A	AL	✓
Catherines #5364 of Buffalo, Inc.	N/A	NY	✓
Catherines #5365, Inc.	N/A	CO	✓
Catherines #5366, Inc.	N/A	SC	✓
Catherines #5367 of Middletown, Inc.	N/A	NY	✓
Catherines #5368, Inc.	N/A	ND	✓
Catherines #5369, Inc.	N/A	MD	✓
Catherines #5370, Inc.	N/A	IL	✓
Catherines #5371, Inc.	N/A	OH	✓
Catherines #5372, Inc.	N/A	IA	✓
Catherines #5373, Inc.	N/A	OH	✓
Catherines #5376, Inc.	N/A	NC	✓
Catherines #5377, Inc.	N/A	AL	✓
Catherines #5378, Inc.	N/A	OH	✓
Catherines #5380, Inc.	N/A	OR	✓
Catherines #5382 of Vestal, Inc.	N/A	NY	✓
Catherines #5383, Inc.	N/A	MA	✓
Catherines #5386, Inc.	N/A	LA	✓
Catherines #5387, Inc.	N/A	SC	✓
Catherines #5390, Inc.	N/A	IL	✓
Catherines #5391, Inc.	N/A	MI	✓
Catherines #5394, Inc.	N/A	KY	✓
Catherines #5396, Inc.	N/A	LA	✓
Catherines #5397, Inc.	N/A	SC	✓
Catherines #5402, Inc.	N/A	CT	✓
Catherines #5404, Inc.	N/A	CT	✓
Catherines #5407, Inc.	N/A	AZ	✓
Catherines #5408, Inc.	N/A	AZ	✓
Catherines #5410, Inc.	N/A	MI	✓
Catherines #5411, Inc.	N/A	AL	✓
Catherines #5412, Inc.	N/A	MN	✓
Catherines #5413 of Dewitt, Inc.	N/A	NY	✓

Catherines #5416, Inc.	N/A	KS	✓
Catherines #5428, Inc.	N/A	NC	✓
Catherines #5432, Inc.	N/A	MN	✓
The Answer #5454, Inc.	N/A	GA	✓
Catherines #5462, Inc.	N/A	TN	✓
The Answer #5469, Inc.	N/A	TN	✓
The Answer #5484, Inc.	N/A	OH	✓
The Answer #5543, Inc.	N/A	GA	✓
Catherines #5550, Inc.	N/A	NC	✓
Catherines #5552, Inc.	N/A	CO	✓
Catherines #5554 of Spring Valley, Inc.	N/A	NY	✓
Catherines #5555, Inc.	N/A	AZ	✓
Catherines #5556, Inc.	N/A	IL	✓
The Answer #5640, Inc.	N/A	GA	✓
The Answer #5641, Inc.	N/A	VA	✓
Catherines #5645, Inc.	N/A	MN	✓
Catherines #5648, Inc.	N/A	GA	✓
Catherines #5649, Inc.	N/A	NV	✓
Catherines #5706, Inc.	N/A	MD	✓
Catherines #5711, Inc.	N/A	MI	✓
Catherines #5713, Inc.	N/A	ND	✓
Catherines #5718, Inc.	N/A	MA	✓
Catherines #5743, Inc.	N/A	TN	✓
Catherines #5746, Inc.	N/A	NE	✓
Catherines #5748, Inc.	N/A	MN	✓
Catherines #5749 of Clay, Inc.	N/A	NY	✓
Catherines #5757, Inc.	N/A	SC	✓
Catherines #5778, Inc.	N/A	MA	✓
Catherines #5794 of Pittsford, Inc.	N/A	NY	✓
Catherines #5796 of Poughkeepsie, Inc.	N/A	NY	✓
Catherines #5812, Inc.	N/A	LA	✓
Catherines #5819, Inc.	N/A	NC	✓
Catherines #5826, Inc.	N/A	IL	✓
Catherines #5843, Inc.	N/A	NC	✓
Catherines #5845, Inc.	N/A	NC	✓
Catherines #5848, Inc.	N/A	AR	✓
Catherines #5849, Inc.	N/A	WI	✓
Catherines #5850 of Syracuse, Inc.	N/A	NY	✓
Catherines #5852, Inc.	N/A	PA	✓
Catherines #5855, Inc.	N/A	WI	✓

Catherines #5856, Inc.	N/A	NJ	✓
Catherines #5857, Inc.	N/A	GA	✓
Catherines #5858, Inc.	N/A	IA	✓
Catherines #5859, Inc.	N/A	NC	✓
Catherines #5860, Inc.	N/A	AL	✓
Catherines #5861, Inc.	N/A	OH	✓
Catherines #5862, Inc.	N/A	MN	✓
Catherines #5863, Inc.	N/A	MS	✓
Catherines #5864, Inc.	N/A	TN	✓
Catherines #5867, Inc.	N/A	KS	✓
Catherines #5869 of Rotterdam, Inc.	N/A	NY	✓
Catherines #5871, Inc.	N/A	MT	✓
Catherines #5874, Inc.	N/A	GA	✓
Catherines #5875, Inc.	N/A	WI	✓
Catherines #5876, Inc.	N/A	IL	✓
Catherines #5879, Inc.	N/A	WV	✓
Catherines #5881, Inc.	N/A	AL	✓
Catherines #5885, Inc.	N/A	AL	✓
Catherines #5888, Inc.	N/A	IL	✓
Catherines #5890, Inc.	N/A	WI	✓
Catherines #5891, Inc.	N/A	IL	✓
Catherines #5893, Inc.	N/A	LA	✓

Seventh: SIGNATURES FOR EACH FOREIGN CORPORATION – Continued

For and on behalf of each of the entities listed below:


 Colin D. Stern, Vice President 11/10/15

Store	Foreign Entities Merging into Catherines #5147, Inc.	Parent	State
5001	Price Appeal #5001 of Staten Island, Inc.	Catherines	NY
5029	Catherines #5029 of New Hartford, Inc.	Catherines	NY
5039	Catherines #5039, Inc.	Catherines	NC
5043	Catherines #5043, Inc.	Catherines	TN

5052	Catherines #5052, Inc.	Catherines	NC
5094	Catherines #5094, Inc.	Catherines	AR
5111	Catherines #5111, Inc.	Catherines	OH
5118	Catherines #5118, Inc.	Catherines	VA
5127	Catherines #5127, Inc.	Catherines	NC
5143	Catherines #5143, Inc.	Catherines	NC
5144	Catherines #5144, Inc.	Catherines	NC
5145	Catherines #5145, Inc.	Catherines	NJ
5149	Catherines #5149, Inc.	Catherines	VA
5151	Catherines #5151 of Big Flats, Inc.	Catherines	NY
5156	Catherines #5156, Inc.	Catherines	MI
5173	Catherines #5173, Inc.	Catherines	GA
5179	Catherines #5179, Inc.	Catherines	SC
5186	Catherines #5186, Inc.	Catherines	GA
5210	Catherines #5210, Inc.	Catherines	GA
5267	Catherines #5267, Inc.	Catherines	AZ
5268	Catherines #5268, Inc.	Catherines	AZ
5343	Catherines #5343, Inc.	Catherines	RI
5344	Catherines #5344 of Mays Landing, Inc.	Catherines	NJ
5345	Catherines #5345 of Colonial Heights, Inc.	Catherines	VA
5348	Catherines #5348, Inc.	Catherines	MS
5349	Catherines #5349, Inc.	Catherines	TN
5352	Catherines #5352, Inc.	Catherines	GA
5353	Catherines #5353, Inc.	Catherines	GA
5356	Catherines #5356, Inc.	Catherines	VA
5357	Catherines #5357, Inc.	Catherines	PA
5359	Catherines #5359, Inc.	Catherines	SC
5360	Catherines #5360, Inc.	Catherines	MD
5361	Catherines #5361, Inc.	Catherines	MA
5362	Catherines #5362, Inc.	Catherines	IL
5363	Catherines #5363, Inc.	Catherines	AL
5364	Catherines #5364 of Buffalo, Inc.	Catherines	NY
5365	Catherines #5365, Inc.	Catherines	CO
5366	Catherines #5366, Inc.	Catherines	SC
5367	Catherines #5367 of Middletown, Inc.	Catherines	NY
5368	Catherines #5368, Inc.	Catherines	ND
5369	Catherines #5369, Inc.	Catherines	MD
5370	Catherines #5370, Inc.	Catherines	IL
5371	Catherines #5371, Inc.	Catherines	OH
5372	Catherines #5372, Inc.	Catherines	IA

5373	Catherines #5373, Inc.	Catherines	OH
5376	Catherines #5376, Inc.	Catherines	NC
5377	Catherines #5377, Inc.	Catherines	AL
5378	Catherines #5378, Inc.	Catherines	OH
5380	Catherines #5380, Inc.	Catherines	OR
5382	Catherines #5382 of Vestal, Inc.	Catherines	NY
5383	Catherines #5383, Inc.	Catherines	MA
5386	Catherines #5386, Inc.	Catherines	LA
5387	Catherines #5387, Inc.	Catherines	SC
5390	Catherines #5390, Inc.	Catherines	IL
5391	Catherines #5391, Inc.	Catherines	MI
5394	Catherines #5394, Inc.	Catherines	KY
5396	Catherines #5396, Inc.	Catherines	LA
5397	Catherines #5397, Inc.	Catherines	SC
5402	Catherines #5402, Inc.	Catherines	CT
5404	Catherines #5404, Inc.	Catherines	CT
5407	Catherines #5407, Inc.	Catherines	AZ
5408	Catherines #5408, Inc.	Catherines	AZ
5410	Catherines #5410, Inc.	Catherines	MI
5411	Catherines #5411, Inc.	Catherines	AL
5412	Catherines #5412, Inc.	Catherines	MN
5413	Catherines #5413 of Dewitt, Inc.	Catherines	NY
5416	Catherines #5416, Inc.	Catherines	KS
5428	Catherines #5428, Inc.	Catherines	NC
5432	Catherines #5432, Inc.	Catherines	MN
5454	The Answer #5454, Inc.	Catherines	GA
5462	Catherines #5462, Inc.	Catherines	TN
5469	The Answer #5469, Inc.	Catherines	TN
5484	The Answer #5484, Inc.	Catherines	OH
5543	The Answer #5543, Inc.	Catherines	GA
5550	Catherines #5550, Inc.	Catherines	NC
5552	Catherines #5552, Inc.	Catherines	CO
5554	Catherines #5554 of Spring Valley, Inc.	Catherines	NY
5555	Catherines #5555, Inc.	Catherines	AZ
5556	Catherines #5556, Inc.	Catherines	IL
5640	The Answer #5640, Inc.	Catherines	GA
5641	The Answer#5641, Inc.	Catherines	VA
5645	Catherines #5645, Inc.	Catherines	MN
5648	Catherines #5648, Inc.	Catherines	GA
5649	Catherines #5649, Inc.	Catherines	NV

5706	Catherines #5706, Inc.	Catherines	MD
5711	Catherines #5711, Inc.	Catherines	MI
5713	Catherines #5713, Inc.	Catherines	ND
5718	Catherines #5718, Inc.	Catherines	MA
5743	Catherines #5743, Inc.	Catherines	TN
5746	Catherines #5746, Inc.	Catherines	NE
5748	Catherines #5748, Inc.	Catherines	MN
5749	Catherines #5749 of Clay, Inc.	Catherines	NY
5757	Catherines #5757, Inc.	Catherines	SC
5778	Catherines #5778, Inc.	Catherines	MA
5794	Catherines #5794 of Pittsford, Inc.	Catherines	NY
5796	Catherines #5796 of Poughkeepsie, Inc.	Catherines	NY
5812	Catherines #5812, Inc.	Catherines	LA
5819	Catherines #5819, Inc.	Catherines	NC
5826	Catherines #5826, Inc.	Catherines	IL
5843	Catherines #5843, Inc.	Catherines	NC
5845	Catherines #5845, Inc.	Catherines	NC
5848	Catherines #5848, Inc.	Catherines	AR
5849	Catherines #5849, Inc.	Catherines	WI
5850	Catherines #5850 of Syracuse, Inc.	Catherines	NY
5852	Catherines #5852, Inc.	Catherines	PA
5855	Catherines #5855, Inc.	Catherines	WI
5856	Catherines #5856, Inc.	Catherines	NJ
5857	Catherines #5857, Inc.	Catherines	GA
5858	Catherines #5858, Inc.	Catherines	IA
5859	Catherines #5859, Inc.	Catherines	NC
5860	Catherines #5860, Inc.	Catherines	AL
5861	Catherines #5861, Inc.	Catherines	OH
5862	Catherines #5862, Inc.	Catherines	MN
5863	Catherines #5863, Inc.	Catherines	MS
5864	Catherines #5864, Inc.	Catherines	TN
5867	Catherines #5867, Inc.	Catherines	KS
5869	Catherines #5869 of Rotterdam, Inc.	Catherines	NY
5871	Catherines #5871, Inc.	Catherines	MT
5874	Catherines #5874, Inc.	Catherines	GA
5875	Catherines #5875, Inc.	Catherines	WI
5876	Catherines #5876, Inc.	Catherines	IL
5879	Catherines #5879, Inc.	Catherines	WV
5881	Catherines #5881, Inc.	Catherines	AL
5885	Catherines #5885, Inc.	Catherines	AL

5888	Catherines #5888, Inc.		Catherines	IL
5890	Catherines #5890, Inc.		Catherines	WI
5891	Catherines #5891, Inc.		Catherines	IL
5893	Catherines #5893, Inc.		Catherines	LA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of November 10, 2015, by and between or among the entities set forth in Section 8 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 8 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 8 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on November 21, 2015.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.

6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.

8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

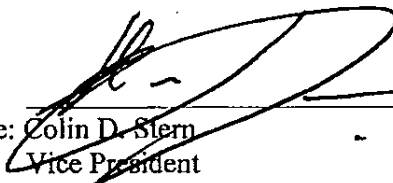
SEE EXHIBIT "A" ATTACHED HERETO

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

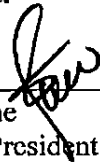
Corporation	Jurisdiction
Catherines #5147, Inc.	Florida

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

For and on behalf of each of the entities listed on Exhibit "A" attached hereto.

By: 
Name: Colin D. Stern
Title: Vice President

Catherines #5147, Inc.

By: 
Name: Kirk R. Simme
Title: Senior Vice President

(Corporate/Legal/Shared/Corporate/2013Company/Restructuring//Merger Agreement CA #5147 all corps11-21-15 (except CA, MO and OK).docx)

Exhibit "A"

Constituent Entity	Jurisdiction
Catherines #5059, Inc.	FL
Catherines #5116, Inc.	FL
Catherines #5172, Inc.	FL
Catherines #5189, Inc.	FL
Catherines #5388, Inc.	FL
Catherines #5395, Inc.	FL
Catherines #5553, Inc.	FL
Catherines #5644, Inc.	FL
Catherines #5725, Inc.	FL
Catherines #5745, Inc.	FL
Foreign Entities:	
Price Appeal #5001 of Staten Island, Inc.	NY
Catherines #5029 of New Hartford, Inc.	NY
Catherines #5039, Inc.	NC
Catherines #5043, Inc.	TN
Catherines #5052, Inc.	NC
Catherines #5094, Inc.	AR
Catherines #5111, Inc.	OH
Catherines #5118, Inc.	VA
Catherines #5127, Inc.	NC
Catherines #5143, Inc.	NC
Catherines #5144, Inc.	NC
Catherines #5145, Inc.	NJ
Catherines #5149, Inc.	VA
Catherines #5151 of Big Flats, Inc.	NY
Catherines #5156, Inc.	MI
Catherines #5173, Inc.	GA
Catherines #5179, Inc.	SC
Catherines #5186, Inc.	GA
Catherines #5210, Inc.	GA
Catherines #5267, Inc.	AZ
Catherines #5268, Inc.	AZ
Catherines #5344 of Mays Landing, Inc.	NJ
Catherines #5345 of Colonial Heights, Inc.	VA
Catherines #5348, Inc.	MS
Catherines #5349, Inc.	TN
Catherines #5352, Inc.	GA
Catherines #5353, Inc.	GA

Catherines #5356, Inc.	VA
Catherines #5357, Inc.	PA
Catherines #5359, Inc.	SC
Catherines #5360, Inc.	MD
Catherines #5361, Inc.	MA
Catherines #5362, Inc.	IL
Catherines #5363, Inc.	AL
Catherines #5364 of Buffalo, Inc.	NY
Catherines #5365, Inc.	CO
Catherines #5366, Inc.	SC
Catherines #5367 of Middletown, Inc.	NY
Catherines #5368, Inc.	ND
Catherines #5369, Inc.	MD
Catherines #5370, Inc.	IL
Catherines #5371, Inc.	OH
Catherines #5372, Inc.	IA
Catherines #5373, Inc.	OH
Catherines #5376, Inc.	NC
Catherines #5377, Inc.	AL
Catherines #5378, Inc.	OH
Catherines #5380, Inc.	OR
Catherines #5382 of Vestal, Inc.	NY
Catherines #5383, Inc.	MA
Catherines #5386, Inc.	LA
Catherines #5387, Inc.	SC
Catherines #5390, Inc.	IL
Catherines #5391, Inc.	MI
Catherines #5394, Inc.	KY
Catherines #5396, Inc.	LA
Catherines #5397, Inc.	SC
Catherines #5402, Inc.	CT
Catherines #5404, Inc.	CT
Catherines #5407, Inc.	AZ
Catherines #5408, Inc.	AZ
Catherines #5410, Inc.	MI
Catherines #5411, Inc.	AL
Catherines #5412, Inc.	MN
Catherines #5413 of Dewitt, Inc.	NY
Catherines #5416, Inc.	KS
Catherines #5428, Inc.	NC
Catherines #5432, Inc.	MN

The Answer #5454, Inc.	GA
Catherines #5462, Inc.	TN
The Answer #5469, Inc.	TN
The Answer #5484, Inc.	OH
The Answer #5543, Inc.	GA
Catherines #5550, Inc.	NC
Catherines #5552, Inc.	CO
Catherines #5554 of Spring Valley, Inc.	NY
Catherines #5555, Inc.	AZ
Catherines #5556, Inc.	IL
The Answer #5640, Inc.	GA
The Answer #5641, Inc.	VA
Catherines #5645, Inc.	MN
Catherines #5648, Inc.	GA
Catherines #5649, Inc.	NV
Catherines #5706, Inc.	MD
Catherines #5711, Inc.	MI
Catherines #5713, Inc.	ND
Catherines #5718, Inc.	MA
Catherines #5743, Inc.	TN
Catherines #5746, Inc.	NE
Catherines #5748, Inc.	MN
Catherines #5749 of Clay, Inc.	NY
Catherines #5757, Inc.	SC
Catherines #5778, Inc.	MA
Catherines #5794 of Pittsford, Inc.	NY
Catherines #5796 of Poughkeepsie, Inc.	NY
Catherines #5812, Inc.	LA
Catherines #5819, Inc.	NC
Catherines #5826, Inc.	IL
Catherines #5843, Inc.	NC
Catherines #5845, Inc.	NC
Catherines #5848, Inc.	AR
Catherines #5849, Inc.	WI
Catherines #5850 of Syracuse, Inc.	NY
Catherines #5852, Inc.	PA
Catherines #5855, Inc.	WI
Catherines #5856, Inc.	NJ
Catherines #5857, Inc.	GA
Catherines #5858, Inc.	IA
Catherines #5859, Inc.	NC

Catherines #5860, Inc.	AL
Catherines #5861, Inc.	OH
Catherines #5862, Inc.	MN
Catherines #5863, Inc.	MS
Catherines #5864, Inc.	TN
Catherines #5867, Inc.	KS
Catherines #5869 of Rotterdam, Inc.	NY
Catherines #5871, Inc.	MT
Catherines #5874, Inc.	GA
Catherines #5875, Inc.	WI
Catherines #5876, Inc.	IL
Catherines #5879, Inc.	WV
Catherines #5881, Inc.	AL
Catherines #5885, Inc.	AL
Catherines #5888, Inc.	IL
Catherines #5890, Inc.	WI
Catherines #5891, Inc.	IL
Catherines #5893, Inc.	LA