

10-29-1998

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FORM PTO-134  
10/98



100804120

Tab settings 000

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

WEARGUARD CORPORATION -

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

Additional name(s) of conveying party(ies) attached?  Yes  No

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

Name: E.T. Wright Corporation

Internal Address: \_\_\_\_\_

Street Address: 141 Longwater Drive

City: Norwell State: MA ZIP: 02061

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

MRD 10-9-98

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

Execution Date: June 16, 1998

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

A. Trademark Application No.(s)

(see attached)

B. Trademark registration No.(s)

(see attached)

Additional numbers attached?  Yes  No

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

Name: Laura E. Smith Esq.

Internal Address: Kalaw Springuit

+ Bressler

Street Address: 488 MADISON Avenue

19th FL.

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41):

\$ 335.00

Enclosed

charge 215.00

Authorized to be charged to deposit account

charge 120.00

8. Deposit account number:

11-0171

(Attach duplicate copy of this page if paying by deposit account)

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.

Laura E. Smith

Name of Person Signing

Laura E. Smith TRADEMARK 10/9/98  
Date

PHIL 1766 FRAME 0414

**Serial number** 75 - 371574

**Registration numbers** 1,763,939

287,189

1,750,199

350,992

350,988

1,912,797

1,227,078

Annex E-2

7/12

**WEARGUARD CORPORATION**

**Unanimous Consent of Directors in Lieu of Meeting**

June 16, 1998

The undersigned, being all of the directors of the above-named corporation (the "Corporation"), do hereby consent in writing to the following resolutions intending that such resolutions shall have the same force and effect as if duly adopted at a meeting of the board of directors of the Corporation duly called and held in accordance with law and the By-laws of the Corporation.

**RESOLVED**, that effective as of July 4, 1998, all assets of every kind and description, including inventory, accounts receivable, accounts payable, trademarks, copyrights and fixed assets, and all liabilities of the Corporation's business known as "E.T. Wright Executive Shoes" are hereby transferred to E.T. Wright Corporation, a Delaware corporation, and wholly-owned subsidiary of the Corporation.

**IN WITNESS WHEREOF**, the undersigned have executed this unanimous consent as of the day and year first written above.

  
\_\_\_\_\_  
Barbara A. Ausfell

  
\_\_\_\_\_  
L. F. Sutherland

Filed with the minutes of the proceedings of the Board as of the day and year first written above.

  
\_\_\_\_\_  
Priscilla M. Podnar  
Assistant Secretary

Office of the Secretary of State

Annex D

P.09/13

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "E. T. WRIGHT CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 9140233

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REEL: 1766 FRAME: 0417

E. T. WRIGHT CORPORATION

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**FIRST:** The name of the corporation is E. T. Wright Corporation.

**SECOND:** The registered office of the corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

**FOURTH:** The corporation shall be authorized to issue 1,000 shares all of which are to be of one class and with a par value of \$1.00 per share.

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

<u>Name</u>	<u>Address</u>
Lilly Dorsa	1101 Market Street Philadelphia, Pennsylvania 19107

**SIXTH:** Elections of directors need not be by written ballot.

**SEVENTH:** The original by-laws of the corporation shall be adopted by the initial incorporator named herein. Thereafter the Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the by-laws of the corporation.

**EIGHTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

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**NINTH:** The corporation shall be organized in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

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I, **THE UNDERSIGNED**, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set my hand this 15th day of June, 1998.



Lilly Dorra  
Incorporator

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TOTAL P. 03  
TOTAL P. 04

TRADEMARK

REEL: 1766 FRAME: 0419

Annex E-1

 $\frac{11}{12}$ **ASSIGNMENT OF TRADEMARKS**

WHEREAS, WEARGUARD CORPORATION ("Transferor"), a corporation organized and existing under the laws of the State of Delaware, having an office and place of business at 141 Longwater Drive, Norwell, Massachusetts, has adopted and used the trademarks listed in Schedule A hereto and is the owner of said trademarks and the goodwill of the business symbolized by said trademarks, and is the owner of the corresponding trademark registrations also listed in Schedule A hereto, which are registered in the United States Patent and Trademark Office;

WHEREAS, E.T. Wright Corporation ("Transferee"), a corporation existing under the laws of the State of Delaware, having an office and place of business 141 Longwater Drive, Norwell, Massachusetts, is desirous of acquiring said trademarks, the registrations thereof and all goodwill associated therewith and all unregistered trademarks and all goodwill associated therewith;

WHEREAS, the trademarks have been used by Transferor to identify Transferor as the source of those goods and services provided by Transferor, and

WHEREAS, concurrent with this Assignment, Transferor is assigning and transferring its business associated with Transferor's trademarks to Transferee;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, effective as of July 4, 1998, Transferor does hereby assign unto Transferee the entire right, title and interest in and to the trademarks listed in Schedule A, together with the goodwill of the business symbolized by said trademarks, and the registrations thereof, and the entire right, title and interest in and to all unregistered trademarks owned by Transferor, together with the goodwill of the business symbolized by said trademarks.

Transferor further assigns to Transferee all rights to sue for and receive all damages accruing from past infringements of the trademarks herein assigned.

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This Assignment shall be binding upon the parties, their successors and/or assigns and all others acting by, through, with or under their direction, and all those in privity therewith.

IN WITNESS WHEREOF, Transferor has executed this assignment as of this 18th day of June, 1998.

WEARGUARD CORPORATION

By: *[Signature]*  
Michael O'Hara, Vice President

COMMONWEALTH OF PENNSYLVANIA:

SS

COUNTY OF PHILADELPHIA:

On this 18th day of June, 1998, before me, the undersigned officer, a notary public, personally appeared Michael O'Hara, who acknowledged himself to be a vice president of WearGuard Corporation, and who being duly authorized to do so, did execute and acknowledge the foregoing instrument for the purposes therein set forth as the act of such corporation.

WITNESS my hand and notarial seal the day and year first above written.



Name: *Eileen Richardson*  
My commission expires: *12/24/01*

NOTARIAL SEAL  
EILEEN RICHARDSON, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires Dec. 24, 2001

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