



and the attached original documents or copy hereof.

To the Honorable Commission

100959689


1. Name of conveying party
 Maine Woods Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
 Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
 Name: Pentland U.S.A. Inc.
 Address: 3333 New Hyde Park Road
New Hyde Park, New York
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: October 28, 1998

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) & addresses attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/196,734 and others
 B. Trademark Registration No.(s). 1,723,919 and others
 Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lawrence E. Apolzon
 Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
 Street Address: 866 United Nations Plaza
 City: New York State: NY Zip: 10017

 01-28-1999
 U.S. Patent & TMO/TM Mail Rcpt Dt. #40

6. Total number of applications and registration involved:..... 9
 7. Total fee (37 CFR 3.41) \$ 240.00
 Enclosed
 Authorized to be charged to deposit account
 (Only if total fee is not sufficient)
 8. Deposit account number:
23-0825-0576900
 (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.
Lawrence E. Apolzon [Signature] 11/27/99
 Name of Person Signing Signature Date
 Total number of pages comprising cover sheet: _____

02/09/1999 5808NS 0000017 75196734
 40.00 OP
 200.00 OP

SCHEDULE OF U.S. MARKS OWNED BY MAINE WOODS, INC.

Mark	Reg. No./App. No.	Intl. Class
GRANOLAS	1,723,919	25
KOALAS	75/196,734	25
KOALAS BY MAINE WOODS	2,086,112	25
MAINE SPORTS	75/385,075	25
MAINE WOODS	75/086,551	18
MAINE WOODS	1,922,963	25
MAINEWOODS	1,127,051	25
CRAFTED BY MAINE WOODS NATURE NEVER FELT SO GOOD PREMIUM FOOTWEAR and Design	1,898,149	25
MAINE WOODS and Tree Design	1,897,893	18, 25

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ELLESSE U.S.A., INC.", A DELAWARE CORPORATION,

"LJS INC.", A DELAWARE CORPORATION,

"MAINE WOODS INC.", A DELAWARE CORPORATION,

"MEDALLION SHOE CORPORATION", A DELAWARE CORPORATION,

"PENTLAND LATIN AMERICA INC.", A DELAWARE CORPORATION,

"PENTLAND SPORTS GROUP INC.", A DELAWARE CORPORATION,

WITH AND INTO "PENTLAND U.S.A. INC." UNDER THE NAME OF "PENTLAND U.S.A. INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



2202333 8330

981447309

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9422764

DATE: 11-24-98

RECORDED: 01/28/1999

TRADEMARK
REEL: 1850 FRAME: 0184