

02-10-1999

To the Honorable Commission



Record the attached original documents or copy hereof.

1. Name of conveying party: 100963255

Medallion Shoe Corporation

- Individual(s) Association
General Partnership Limited Partnership
[x] Corporation-State Delaware
Other

Additional name(s) of conveying party(ies) attached Yes [x] No

3. Nature of conveyance: 1-28-99

- Assignment [x] Merger
Security Agreement Change of Name
Other

Execution Date: October 28, 1998

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
[x] Corporation-State Delaware
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes [x] No
(Designations must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes [x] No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

1,208,597 and others

Additional Numbers attached? [x] 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 & TMOfc/TM Mail Rcpt Dt. #40

6. Total number of applications and registration involved: 17

7. Total fee (37 CFR 3.41) \$ 440.00

- [x] Enclosed
[x] Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number: 440E
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
Name of Person Signing

Signature

1/27/99
Date

Total number of pages comprising cover sheet:

02/28/1999 JSH/BAZZ 000010 1208597
40.00
100.00

SCHEDULE OF U.S. MARKS OWNED BY MEDALLION SHOE CORPORATION

Mark	Reg. No./App. No.	Intl. Class
CITIES	1,208,597	25
THE COLD REMEDY	1,410,667	25
DANELLE	75/455,843	18, 25
DANELLE (stylized)	1,738,431	25
DANELLE and Design	1,182,254	25
DANEXX	75/130,282	25
DANEXX	1,349,633	25
DANEXX DX and Design	2,125,317	25
FLEXXERS (stylized)	1,348,100	25
FOR KIDS TOO!	1,516,468	25
LITE-FLEX	1,788,234	25
LITE-STEPS BY DANELLE and Design	1,420,165	25
MISS DANELLE	1,736,714	25
MISS DANELLE (stylized)	1,736,727	25
OF COURSE! (stylized)	1,461,049	25
SNO-SPORTS	1,744,105	25
STEP INTO OUR SEASONS	1,853,176	25
LITE FLEX COLLECTION (common law)	NA	25
SNOFLEXX (common law)	NA	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

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9422764

DATE: 11-24-98

RECORDED: 01/28/1999

TRADEMARK
REEL: 1855 FRAME: 0408