

04-05-1999

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05-06-1999

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101031353

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**Submission Type**

- New
- Resubmission (Non-Recordation)  
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- Correction of PTO Error  
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**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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05/06/1999 DNGUYEN 00000063 1790265

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REEL: 1892 FRAME: 0718

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,790,265"/>	<input type="text" value="1,774,154"/>	<input type="text" value="782,921"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="398,322"/>	<input type="text" value="1,006,092"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,965,683"/>	<input type="text" value="1,018,636"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Charles J. Meyer



March 31, 1999

Name of Person Signing

Signature

Date Signed



**Exhibit A**

<u>Trademark</u>	<u>Serial No.</u>	<u>Registration No.</u>
BELL-HORN	74/348,533	1,790,265
BELL-HORN TROPICAL WEIGHT ELASTIC HOSIERY (Stylized)	71/453,777	398,322
SACRO-CINCH	74/675,898	1,965,683
SACRO-MESH	74/310,881	1,774,154
WAIST WATCHER WW & Design	72/458,604	1,006,092
SACRO-CINCH (Supplemental Reg.)	72/447,986	1,018,636
ARTLON	72/190,518	782,921

Microfilm Number \_\_\_\_\_

Filed with the Department of State on JUN 21 1995

Entity Number 165396

[Signature]  
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION  
DSCB:15-1915 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: William M. Horn & Brother, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) 451 North 3rd Street Philadelphia, PA 19123 Philadelphia  
Number and Street City State Zip County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is:

"An Act to provide for the incorporation and regulation of certain corporations", approved the 29th day of April, A.D. 1874 and the several supplements thereto."

4. The original date of its incorporation is: November 25, 1910

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: \_\_\_\_\_

05A:83927.1

JUN 21 1995

DEPT. OF STATE

DSCB:15-1915 (Rev 89)-2

6. (Check one of the following):

The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

Article I - The name of this corporation is:  
BELL-HORN, INC.

The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 31st day of MAY, 1995.

WILLIAM R. HORN & BROTHER, INC.

BY: W. R. Horn, Jr. (PRLS.)

DIRECTORS MEETING

December 21, 1994

A meeting of the Board of Directors of Wm. H. Horn & Bro., Inc. was held on the above date. The following members of the Board were present, representing a quorum.

A. R. Bell, Jr.  
P. H. Bell  
L. Roden, III

A motion was made by P. H. Bell, and seconded by L. Roden, that the reading of the minutes of the previous meeting be waived. Motion carried.

The meeting proceeded with the election of officers for the ensuing year. The following were nominated to serve at the annual salaries indicated below, with the provision that the salaries for A. R. Bell and P. H. Bell should be effective on January 1, 1995, while Mr. Yerger's increase was effective as of his annual salary review date in early August of 1994.

President	----- Arthur R. Bell, Jr. ----	\$ 125,000
Treasurer	----- John B. Yerger -----	75,150
Secretary	----- Pauline H. Bell -----	100

A motion was made by L. Roden, and seconded by P. H. Bell, that the above slate be elected. Motion carried.

A motion was also made by P. H. Bell, and seconded by L. Roden, that it will not be necessary for the Treasurer to post a bond. Motion carried.

Review of Projected Year-end 1994 Statement:

Mr. Bell estimated that 1994 would end up as follows:

	1993 <u>Final Results</u>	1994 <u>Estimated Results</u>
Sales	\$ 5,016,099	\$ 4,723,225
After Tax Profit/Loss	(-\$99,258)	(-\$43,969)
After Tax Loss as % of Sales	(-1.98%)	(-0.93%)

Current Business Outlook:

Mr. Bell reviewed the financial statement for the period ending November 30, 1994 and made the following comments:

- Sales
  - Overall down 7.3% as result of the following picture:
    - Dealer Sales - 7%
    - House Account Sales -53%
    - Export Sales +17%
  
- Cost of Goods Sold
  - 63.2% vs. 66.2% at the end of 1993. This picture has improved as a result of the decline in our lower profit house account sales (largely V.A.) and the discontinuance of 40 low profit margin items from the Bell-Horn line.
  
- Net After Tax Loss as % of Sales
  - Decreased to -0.93% from -2.0% at the end of 1993. A further improvement resulting from the lower Cost of Goods Sold picture.
  
- Accounts Receivable
  - Down by \$32,252 from December of 1993. While this is a slight improvement, overall they are averaging 56 days and 45% of our accounts are past due at any given time. After discussion of this situation, the Board concluded that it would help to bring the Company salesmen into the collection process, which could be done by paying them their sales commissions only after each account had paid their bill. Mr. Bell will investigate the feasibility of this arrangement and make this change if possible.
  
- Inventories
  - Down by \$48,000 from December of 1993. However, they will probably rise higher by year end as we are currently stockpiling inventories of ten new products to be introduced in early 1995.

1994 Year End Dividend:

Mr. Bell recommended that, due to the projected loss for 1994, no dividend should be paid at this time. After discussion the Board agreed with Mr. Bell's position.



Investment Portfolio:

- present Value - \$104,550 which is a \$7,187 increase from the value of the five stock issues presently in our portfolio, at the time of our last meeting in December of 1993.
- Ashmead Associates Evaluation - They continue to feel that as the stocks in our portfolio are sold, the proceeds should be invested in a mutual fund. The Board felt that, while there is no pressure to convert the portfolio to cash, care should be taken to make sure that if a stock is sold, the built in capital gain is offset by an operating loss. In this regard, Mr. Bell will keep track of the rules on past tax loss carry forwards.

Corporate Name Change:

Mr Bell outlined the confusion that occurs in the marketplace with our Corporate name being Wm. H. Horn & Bro., Inc. while our trade name, Bell-Horn appears on all our products and our promotional material. In addition, there is constant confusion in signing contracts as most customers (especially the V.A. and other government agencies) know us only as Bell-Horn and are confused when we introduce our real Corporate name, Wm. H. Horn & Bro., Inc..

Thus, Mr. Bell proposed that the official Corporate name be changed to Bell-Horn, Inc.. After discussion, the motion was made by L. Roden, seconded by P. H. Bell, that the Corporate name be changed. Motion carried.

1994 Pension Plan Payments:

Mr. Bell proposed that in accordance with the provisions of the two Pension Plans established in December 1987, the Company should make the following payments to the Funds for the year ending December 31, 1994:

- Bell-Horn Administrative Pension Plan - The sum of \$20,560 which represents the payment to each employee in the Admin. and office areas of 2% of the annual salaries that they received during 1994.
- The sum of \$78,137 which represents the funds that employees in the Admin. Plan requested the Company to withhold from their pay and include in their individual Pension Accounts.
- Bell-Horn Plant Pension Plan - The sum of \$17,461 which represents a payment of \$.17/hr. (as per the Union Contract) for each manhour worked in the plant during 1994.

A motion was made by P. H. Bell, seconded by L. Roden, that the above payments be made. Motion carried. (Certified copies of the detailed resolutions authorizing these payments are attached to these minutes and are made a part hereof).

Other Business:

Mr. Bell mentioned that a 4% price increase will be put into effect in February of 1995.

There being no further business before the Board, a motion was made by L. Roden, seconded by P. H. Bell, that the meeting be adjourned. Motion carried.

*Pantone H. Bell*

Secretary