

RECORDATION FORM TRADEMARK

06-28-1999

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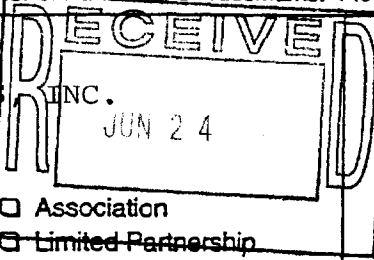
To the Honorable Commissioner of Patents and Trademarks: Please

MCD 6-24-99

101077113

1. Name of conveying party(ies):

NEW RETAIL CONCEPTS



2. Name and address of receiving party(ies)

Name: CANDIE'S, INC.

Internal Address:

Street Address: 2975 Westchester Ave.

City: Purchase State: N.Y. ZIP: 10577

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other ASSIGNMENT & MERGER
- Merger
- Change of Name

- 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

Execution Date: August 18, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,145,822
1,453,290
1,142,664

Additional numbers attached? Yes No

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

Name: HOWARD N. ARONSON

Internal Address:

LACKENBACH SIEGEL MARZULLO
Street Address: ARONSON & GREENSPAN, P.C.

One Chase Road

City: Scarsdale State: N.Y. ZIP: 10583

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

Please charge any additional fees due, or credit any over payment to:

8. Deposit account number:

10-0100

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

06/25/1999 MTHM11 00000170 1145822

DO NOT USE THIS SPACE

01 FE:481
02 FE:403
Statement and signature. 40.00 OP
50.00 OP

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.

HOWARD N. ARONSON

Name of Person Signing

Signature

6-22-1999

Date

Total number of pages including cover sheet, attachments, and document: 5



Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001918 FRAME: 0100

ASSIGNMENT OF TRADEMARKS

WHEREAS, **NEW RETAIL CONCEPTS, INC.** (hereinafter "Assignor"), a corporation organized and existing under the laws of the State of Delaware with offices located in New York, New York, was the owner of all right, title and interest in and to the below listed trademarks which have been applied for and/or registered at the United States Patent and Trademark Office, particulars of which are as follows:

<u><i>Trademark</i></u>	<u><i>Registration No.</i></u>
CRAYONS	1,145,822
CRAYONS	1,453,290
THE ORIGINAL CRAYONS	1,142,664

(hereinafter the "Marks");

WHEREAS, **CANDIE'S, INC.** (hereinafter "Assignee"), a corporation organized and existing under the laws of the State of Delaware with offices located at 2975 Westchester Avenue, Purchase, New York 10577, was desirous of acquiring the aforesaid Marks, together with the goodwill of the business symbolized by the Marks;

WHEREAS, by agreement, Assignee received all rights, title, and interest in and to the aforesaid Marks, together with the goodwill of the business symbolized thereby; and

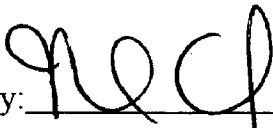
WHEREAS, the parties hereto are desirous of executing a document for purposes of recordation at the United States Patent and Trademark Office recording title in and to the aforesaid Marks in the name of Assignee.

NOW, THEREFORE, effective as of August 18, 1998 for and in consideration of and in exchange for Ten (\$10.00) Dollars and other good and valuable consideration to it paid, the receipt

and sufficiency of which are hereby acknowledged, said Assignor hereby acknowledges and confirms its prior said transfer, and does hereby sell, assign, and transfer unto said Assignee all rights, title and interest in and to said Marks, including the registrations thereof and the Certificates of Registration duly and legally issued therefor, and any and all renewals thereof for the Marks, together with the goodwill of the business symbolized thereby, and further including, without limitation, all claims for damages by reason of past infringement and the right to sue for and the right to collect the same for its own use and behoof, and for the use and behoof of its successors, assigns, or legal representatives and the right to defend the Marks and the registrations thereof.

Assignor agrees to sign and execute any further documents or instruments which may be necessary and proper to effect the purpose and intent of this Assignment document, including further recordations, and the like.

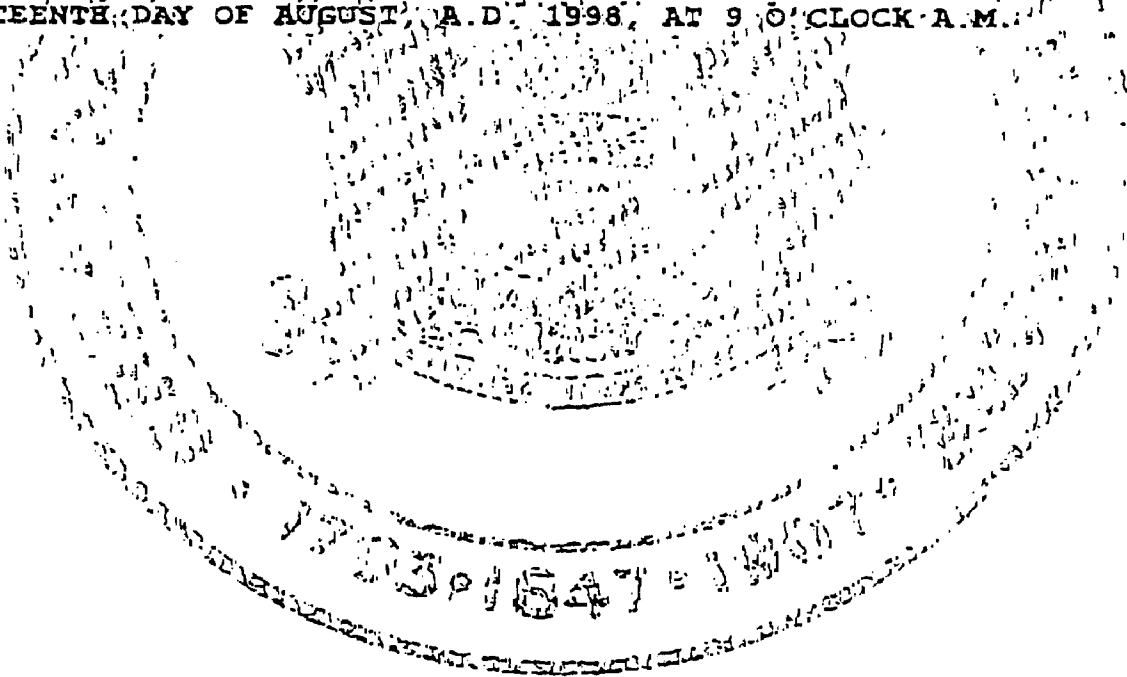
NEW RETAIL CONCEPTS, INC.

By: 
Name: Neil Cole
Title: CEO

Effective Date: August 18, 1998

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 MERGER, WHICH MERGES:

"NEW RETAIL CONCEPTS, INC.", A DELAWARE CORPORATION, WITH AND INTO "CANDIE'S, INC." UNDER THE NAME OF "CANDIE'S, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0864972 8100M

981360986

AUTHENTICATION: 9307422

DATE: 09-17-98

TRADEMARK
REEL: 001918 FRAME: 0103

CERTIFICATE OF MERGER
OF
NEW RETAIL CONCEPTS, INC.
(a Delaware corporation)
INTO
CANDIE'S, INC.
(a Delaware corporation)

New Retail Concepts, Inc., a corporation formed under the laws of the State of Delaware, desiring to merge with and into Candie's, Inc. pursuant to the provisions of Section 251(c) of the Delaware General Corporation Law, DOES HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each Constituent Corporations are:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Candie's, Inc.	Delaware
New Retail Concepts, Inc.	Delaware

SECOND: That the Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251(c) of the Delaware General Corporation Law.


THIRD: That the name of the surviving corporation is Candie's, Inc.

FOURTH: The Certificate of Incorporation of Candie's shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That an executed Agreement and Plan of Merger is on file at the principal place of business of Candie's, Inc. 2975 Westchester Avenue, Purchase, New York 10577 and that a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

IN WITNESS WHEREOF, Candie's, Inc. has caused this Certificate of Merger to be executed by its president thereunto duly authorized this 17 day of August, 1998.

ATTEST:


Secretary
GARY KLEIN

CANDIE'S, INC.
(a Delaware corporation)

By: 
Neil Cole, President

11/11/11/11/11/11/11