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RECORDATION F
TRADEMA

01-18-2000

DEPARTMENT OF COMMERCE
Patent and Trademark Office



101245206

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To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies)
HGG Acquisition Corp

JAN -3 AM 8:55
OPR/FINANCE

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

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

3. Nature of conveyance:

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

Execution Date: **October 31, 1997**

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

Name: **McCroory Corporation**

Internal Address:

Street Address: **2955 East Market St.**

City: **York** State: **PA** ZIP: **17402**

- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Schedule A, attached

Refund Ref:
01/14/2000 DCOATES 0000088148

CHECK Refund Totals: **\$35.00**

Additional numbers attached? Yes No

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

Name: **Leonard J. Lev, Esq.**

Internal Address: **Sweeney Lev & Blinkoff LLP**
708 Third Avenue, 14th Floor
New York, NY 10017

Street Address: **708 Third Ave., 14th Flr.**

City: **New York** State: **Ny** ZIP: **10017**

6. Total number of applications and registrations involved: **20**

7. Total fee (37 CFR 3.41):..... \$ **550.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

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

01/14/2000 DCOATES 00000101 1996858

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
475.00 OP

fee ok

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.

Leonard J. Lev

Name of Person Signing

Signature

01/03/00

Date

Total number of pages comprising cover sheet: **2**

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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TRADEMARK
REEL: 002011 FRAME: 0803

SCHEDULE A

REGISTERED MARK

REGISTRATION NO.

YDC & Design	1,996,658
McCRORY 5 & 10 & Design	1,948,592
PARMAK	1,704,692
McCRORY	1,374,332
QUALITY TRADITION & Design	1,334,808
THE VARIETY PLACE	1,315,112
PETALOVE	1,213,731
McCRORY STORES (Stylized Letters)	1,155,951
CAPT. MAC HEAD (Design Only)	1,102,911
CAPT. MAC'S & Design	1,102,403
Y YDC & Design	991,638
McLELLAN'S	936,278
H.L. GREEN	937,805
YDC	939,127
ALPINE	767,610
McCRORY'S	777,989
PRESTIGE	753,385
PRESTIGE	737,223
ROYAL CHOICE	739,755
BEST-FLEX	253,607

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 AMENDMENT OF "HGG ACQUISITION CORP.", CHANGING ITS NAME FROM "HGG ACQUISITION CORP." TO "MCCRORY CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

2794206 8100

971369820

AUTHENTICATION: 8733762

DATE: 10-31-97

TRADEMARK
REEL: 002011 FRAME: 0805

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HGG ACQUISITION CORP.

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is: HGG ACQUISITION CORP.

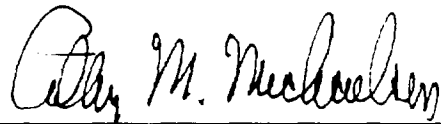
SECOND: The corporation hereby amends its Certificate of Incorporation as follows:

Paragraph FIRST of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is: McCrory Corporation."

THIRD: The amendment effected herein was authorized by the consent in writing, setting forth the action so taken, unanimously signed by the holders of all the outstanding shares entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 30th day of October, 1997.



Arthur M. Michaelson, Secretary