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FORM PTO-1618 B
Expires 06/30/99
OMB 0651-0027

05-19-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
- Document ID#
- Correction of PTO Error
- Reel # Frame #
- Corrective Document
- Reel # Frame #

Conveyance Type

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

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
 - Corporation
 - Other
 - General Partnership
 - Association
 - Limited Partnership
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)
- Citizenship/State of Incorporation/Organization

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01 FC:481 40.00 OP
02 FC:482 150.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 202301

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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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1690828"/>	<input type="text" value="0935405"/>	<input type="text" value="0647877"/>
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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

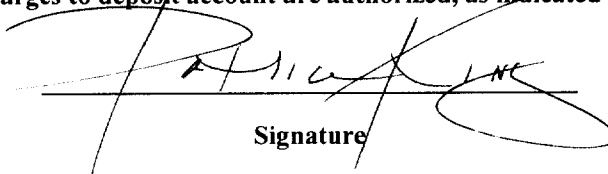
No

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.

PATRICE A. KING

Name of Person Signing



Signature

APRIL 25, 2000

Date

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CHIEF APPAREL, INC.
(a Delaware Corporation)

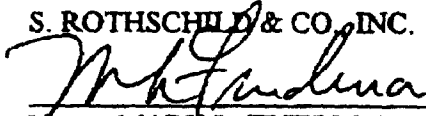
INTO

S. ROTHSCHILD & CO., INC.
(a Delaware Corporation)

It is hereby certified that:

1. S. Rothschild & Co., Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the capital stock of Chief Apparel, Inc. ("Chief Apparel"), which is also a business corporation of the State of Delaware.
3. The Corporation hereby merges Chief Apparel into the Corporation.
4. On December 13, 1996, the Board of Directors of the Corporation adopted the resolutions, attached hereto as Exhibit A, to merge Chief Apparel into the Corporation.

Executed on December 13, 1996

S. ROTHSCHILD & CO., INC.
BY: 
Name: MARK L. FRIEDMAN
Title: PRESIDENT

STATE OF New York)
COUNTY OF New York) SS.:

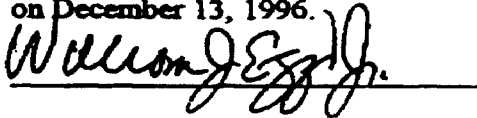
Mark L. Friedman, being duly sworn, deposes and says that he is the President of S. Rothschild & Co., Inc., the corporation which signed the foregoing certificate of ownership and merger; that he signed the foregoing certificate in the corporation name by order of the Board of Directors of said corporation; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.



Name: MARK L. FRIEDMAN

Title: PRESIDENT

Subscribed and sworn to before me
on December 13, 1996.



WILLIAM J. EZZO JR.
Notary Public, State of New York
No. 01EZO0014
Qualified in New York County
Commission Expires October 28, 1998

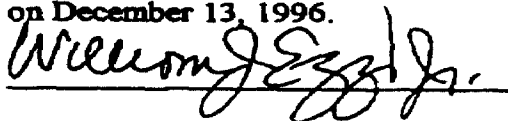
STATE OF New York)
COUNTY OF New York) SS.:

**CERTIFICATE OF SECRETARY
OF
S. ROTHSCHILD & CO., INC.**

Paul A. Friedman, being duly sworn, deposes and says that he is the Secretary of S. Rothschild & Co., Inc., the surviving corporation, the certificate of merger and agreement of merger have been adopted pursuant to Section 251(f) of the General Corporation Law of the State of Delaware and in compliance therewith, the certificate of merger and agreement of merger: (1) do not amend in any respect the certificate of incorporation of S. Rothschild & Co., Inc., (2) each share of stock of S. Rothschild & Co., Inc. outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of S. Rothschild & Co., Inc., after the effective date of the merger, and (3) no shares of common stock of S. Rothschild & Co., Inc. and no shares, securities or obligations convertible into such stock are to be issued or delivered under the certificate of merger or agreement of merger.


PAUL A. FRIEDMAN, Secretary of
S. Rothschild & Co., Inc.

Subscribed and sworn to before me
on December 13, 1996.



WILLIAM J. EZZO JR.
Notary Public, State of New York
No. 01EZ5068014
Qualified in New York County
Commission Expires October 28, 1998

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Exhibit A

UNANIMOUS CONSENT
OF THE
BOARD OF DIRECTORS
OF
S. ROTHSCHILD & CO., INC.

THE UNDERSIGNED, being all of the members of the Board of Directors of S. ROTHSCHILD & CO., INC., a corporation of the State of Delaware (the "Company") in accordance with the General Corporation Law of the State of Delaware do hereby consent to the adoption of, and hereby adopt, the following resolutions as if such resolutions had been adopted at a duly convened meeting of the Board of Directors of the Company:

RESOLVED, that it is advisable and in the best interests of the Company and its stockholders that the Company be merged with its wholly owned subsidiary, CHIEF APPAREL, INC., a corporation of the State of Delaware, ("Chief Apparel"), with the Company as the surviving corporation of the merger; and further

RESOLVED, that all of the estate, property, rights, privileges, powers and franchises of Chief Apparel be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Chief Apparel in its name; and further

RESOLVED, that the Company assume all of the obligations of Chief Apparel; and further

RESOLVED, that the form, terms and provisions of the proposed Certificate of Ownership and Merger attached hereto as Schedule A (the "Certificate") pursuant to which the Company shall be merged with Chief Apparel (the "Merger"), which Certificate has been presented to the Board of Directors and, is hereby being ordered filed with the Secretary of State of the State of Delaware and a certified copy filed with the records of the Company, be, and the same hereby are, in all respects approved and adopted; and further

RESOLVED, the Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the surviving corporation; and further

RESOLVED, that the form, terms, provisions and performance by the Company of (a) the Plan of Merger attached hereto as Schedule B (the "Merger Agreement"), by and between Chief Apparel and the Company, which provides, among other things, for terms of the merger of the Company with Chief Apparel, with the Company as the surviving corporation, which Merger Agreement has been presented to the Board of Directors and a copy of which Merger Agreement has been

filed with the records of the Company; and (b) all agreements, instruments and documents relating thereto, required thereby or contemplated thereunder, be, and the same hereby are, approved and adopted in all respects, with such changes and modifications as to the terms and provisions thereof as the officer or officers executing the same, in their sole discretion, shall approve or deem to be necessary or appropriate, the execution and delivery thereof by such officer or officers to be conclusive evidence of the necessity or appropriateness thereof, and further

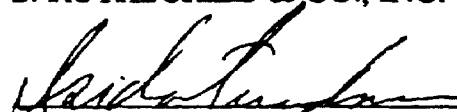
RESOLVED, that the President or any other officer of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, deliver and perform the Merger Agreement and all agreements, instruments and documents relating to, required by or contemplated under any of the foregoing; and further

RESOLVED, that the President or any other officer of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to do and perform all such further acts and things, to execute and deliver, and where necessary or appropriate, file with the appropriate governmental authorities, all such certificates, agreements, documents, instruments, instruments of transfer, receipts, or other papers, and to make all such payments and to pay all such taxes and assessments, as any of them, in their sole discretion, shall approve or deem to be necessary or appropriate to carry out, comply with and effectuate the merger of the Company with Chief Apparel, the foregoing resolutions and the transactions contemplated thereby, the taking of such actions to be conclusive evidence of the appropriateness thereof.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date indicated below.

Date: December 13, 1996

BOARD OF DIRECTORS OF
S. ROTHSCHILD & CO., INC.


ISIDORE FRIEDMAN


MARK L. FRIEDMAN


PAUL A. FRIEDMAN

Schedule M

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CHIEF APPAREL, INC.
(a Delaware Corporation)

INTO

S. ROTHSCHILD & CO., INC.
(a Delaware Corporation)

It is hereby certified that:

1. S. Rothschild & Co., Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the capital stock of Chief Apparel, Inc. ("Chief Apparel"), which is also a business corporation of the State of Delaware.
3. The Corporation hereby merges Chief Apparel into the Corporation.
4. On December 13, 1996, the Board of Directors of the Corporation adopted the resolutions, attached hereto as Exhibit A, to merge Chief Apparel into the Corporation.

Executed on December 13, 1996

S. ROTHSCHILD & CO., INC.

BY:



Name: MARK L. FRIEDMAN

Title: PRESIDENT

SCHEDULE D

PLAN OF MERGER adopted on December 13, 1996 by Chief Apparel, Inc. ("Chief Apparel"), a business corporation incorporated under the laws of the State of Delaware, and by its Board of Directors on said date, and adopted on December 13, 1996 by S. Rothschild & Co., Inc. ("Rothschild"), a business corporation incorporated under the laws of the State of Delaware, and by its Board of Directors on said date.

1. Chief Apparel, a wholly owned subsidiary corporation of Rothschild, and Rothschild, the parent corporation of Chief Apparel, shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, Rothschild, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Chief Apparel, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The number of outstanding shares of the terminating corporation is one (1) share, which is of one class and is a common share, and all of which is entitled to vote.

3. The number of outstanding shares of the surviving corporation is eighty (80) shares of Class A Common Stock, all of which are entitled to vote and six hundred sixty-five (665) shares of Class B Common Stock, none of which have voting rights.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

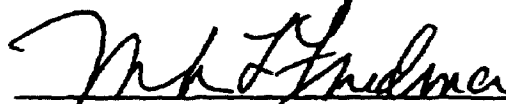
6. The outstanding share of the terminating corporation shall, upon the effective date of the merger, be cancelled of record. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

CHIEF APPAREL, INC.

By:



Name: MARK L. FRIEDMAN

Title: PRESIDENT

S. ROTHSCHILD & CO., INC.

By:



Name: MARK L. FRIEDMAN

Title: PRESIDENT

**CERTIFICATE OF SECRETARY
OF
S. ROTHSCHILD & CO., INC.**

The undersigned, being the Secretary of S. ROTHSCHILD & CO., INC., does hereby certify that:

written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the Board of Directors of said corporation, in accordance with the General Corporation Law of the State of Delaware.

Dated: December 13, 1996



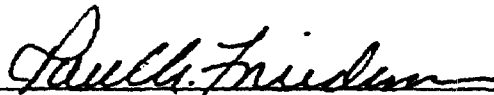
PAUL A. FRIEDMAN, Secretary
of S. Rothschild & Co., Inc.

**CERTIFICATE OF SECRETARY
OF
CHIEF APPAREL, INC.**

The undersigned, being the Secretary of Chief Apparel, Inc., does hereby certify that:

written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the Board of Directors of said corporation, in accordance with the General Corporation Law of the State of Delaware.

Dated: December 13, 1996



PAUL A. FRIEDMAN, Secretary
of Chief Apparel, Inc.

State of Delaware

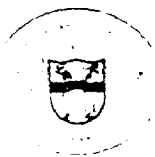
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"CHIEF APPAREL, INC.", A DELAWARE CORPORATION, WITH AND INTO "S. ROTHSCHILD & CO., INC." UNDER THE NAME OF "S. ROTHSCHILD & CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1996, AT 9:01 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2020287 8100M

AUTHENTICATION 8251674

960375988

DATE 12-19-96

RECORDED: 05/04/2000

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