

MRO 3-19-01

04-06-2001



Form PTO-1594
(Rev. 6-93)

REC

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U.S. DEPARTMENT
OF COMMERCE

TRADEMARKS ONLY

Patent & Trademark Office

OMB No. 065-0011 (exp. 4/94)

To The Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copies thereof:

<p>1. Name of conveying party: Base Acquisition Corp.</p> <p style="font-size: 2em; text-align: center;">3/19/01</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>3. Name and address of receiving party: Name: <u>Filene's Basement, Inc. f/k/a</u> <u>Base Acquisition Corp.</u> Internal Address: _____ Mailing Address: <u>1800 Moler Road</u> <u>Columbus, Ohio 43207</u></p> <p>State of Incorporation: <u>Delaware</u> Country: <u>U.S.A.</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>2. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 27, 2000</u></p>	

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

SEE ATTACHED

If this document is being filed together with a new application, the execution date of the application is: N/A

A. Trademark Application No(s). N/A B. Trademark No(s). _____

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Donald F. Frei, Esq.</u> Internal Address: <u>Wood, Herron & Evans, L.L.P.</u> <u>2700 Carew Tower</u> Street Address: <u>441 Vine Street</u> City: <u>Cincinnati</u> State: <u>Ohio</u> Zip: <u>45202</u></p>	<p>6. Total number of applications and trademarks involved: <u>16</u></p> <p>7. Total fee (37 CFR 33.41): <u>\$415.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account if deficiencies occur</p> <p>8. Deposit Account number: <u>23-3000</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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04/05/2001 LMUELLER 00000196 1526992

01 FC:481 40.00 OP
02 FC:482 375.00 OP

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.

Kathryn E. Smith, Esq.
Name of Person Signing

Kathryn E. Smith
Signature

March 15, 2001
Date

Total number of pages including cover sheet, attachments, and document: 4

TRADEMARK
REEL: 002264 FRAME: 0788

Mark**Registration No.**

BASIC GEAR	REG. NO. 1,526,992
BASIC GEAR	REG. NO. 1,529,807
BOSTON CLIPPER ESTABLISHED 1983	REG. NO. 1,379,255
BOSTON CLIPPER QUALITY & TRADITION	REG. NO. 1,453,285
CURRIER & BRANCH	REG. NO. 1,882,300
LAUREN ALLEN	REG. NO. 1,522,736
ML STUDIO	REG. NO. 1,524,649
RICHARDS & JONES	REG. NO. 1,523,624
SADDLES	REG. NO. 1,733,150
GLOBAL VIEW	REG. NO. 1,521,882
GLOBAL VIEW	REG. NO. 1,524,651
KENNETH MOORE COLLECTION	REG. NO. 1,310,162
ROBERT WOODS LTD.	REG. NO. 1,334,395

Mark**Serial No.**

AISLE 3	75/570,516
ISPLURGE	75/774,454
ISPLURGE.COM	75/775,744

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
BASE ACQUISITION CORP.**

Base Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation")

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Base Acquisition Corp., by unanimous written consent in lieu of a meeting, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware duly adopted resolutions setting forth a proposed Amendment to the Certificate of Incorporation of Base Acquisition Corp., and declaring said Amendment to be advisable and recommending approval by the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed Amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

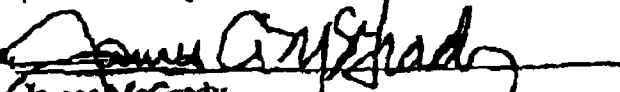
FIRST: The name of the Corporation is Filene's Basement, Inc.

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders of the Corporation by unanimous written consent pursuant to Section 228(a) of the General Corporation Law of the State of Delaware duly adopted the aforesaid Amendments and said Written Consent was filed with the Corporation.

THIRD: That said Amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, said Base Acquisition Corp. has caused this certificate to be signed by James McGrady, an Authorized Officer, this 27th day of November, 2000.

BY 
James McGrady
Chief Financial Officer and Treasurer

COL 10/27/2000

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:45 PM 11/27/2000
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Office of the Secretary of State

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 "BASE ACQUISITION CORP.", CHANGING ITS NAME FROM "BASE ACQUISITION CORP." TO "FILENE'S BASEMENT, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2000, AT 3:45 O'CLOCK P.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0814028

DATE: 11-27-00

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