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| Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings → → → | RECORDATION FORM COVER SHEET TRADEMARKS ONLY | U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office |
| To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. | | |
| 1. Name of conveying party(ies): <u>Scandia Down Corporation</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 2. Name and address of receiving party(ies) Name: <u>Hanover Direct Virginia, Inc.</u> Internal Address: _____ Street Address: <u>115 River Road, Building 10</u> City: <u>Edgewater</u> State: <u>NJ</u> Zip: <u>07020</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small> | |
| 3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>December 29, 2001</u> | 4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75897132</u> B. Trademark Registration No.(s) <u>1,016,939</u> <u>1,299,551</u> <u>1,725,746</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Tamara Miller</u> Internal Address: <u>Leydig, Voit & Mayer, Ltd.</u> _____ Street Address: <u>Two Prudential Plaza, Suite</u> <u>4900</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u> | 6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41) \$ <u>240</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>12-1216</u> (Please charge additional if required) <small>(Attach duplicate copy of this page if paying by deposit account)</small> | |
| DO NOT USE THIS SPACE | | |
| 9. Statement and signature. <i>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.</i> <u>Tamara Miller</u> <u>Tamara Miller</u> <u>1-15-02</u> Name of Person Signing Signature Date <small>Total number of pages including cover sheet, attachments, and document: 6</small> | | |

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

Additional Registration Numbers

| MARK | REG. NO |
|-----------------------------------|----------------|
| ASCENSIA | 1,269,223 |
| ETHERIA | 1,267,157 |
| Miscellaneous Design (Goose Logo) | 1,250,410 |
| Miscellaneous Design (Goose Logo) | 1,752,601 |
| QUINTESSA | 1,276,167 |

Delaware

PAGE 1

The First State

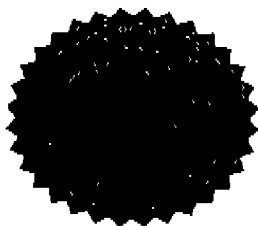
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SCANDIA DOWN CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "HANOVER DIRECT VIRGINIA INC." UNDER THE NAME OF "HANOVER DIRECT VIRGINIA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2001.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1530963

DATE: 12-28-01

TRADEMARK

REEL: 002397 FRAME: 0056

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/28/2001
010673986 - 2345816

CERTIFICATE OF MERGER
OF
SCANDIA DOWN CORPORATION
INTO
HANOVER DIRECT VIRGINIA INC.

In compliance with the requirements of Sections 251 and 103 of the Delaware General Corporation Law, the undersigned corporations, desiring to effect a merger, hereby state that:

1. The name and place of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

Scandia Down Corporation Delaware

Hanover Direct Virginia Inc. Delaware

2. An agreement of merger has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation (the "Surviving Corporation") is "Hanover Direct Virginia Inc."

4. The certificate of incorporation of the Surviving Corporation shall remain the certificate of incorporation, and there shall be no amendments thereto.

5. An executed agreement of merger is on file at the principal place of business of the Surviving Corporation, the address of which is:

Hanover Direct Virginia Inc.
115 River Road, Building 10
Edgewater, NJ 07020

6. A copy of the agreement of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

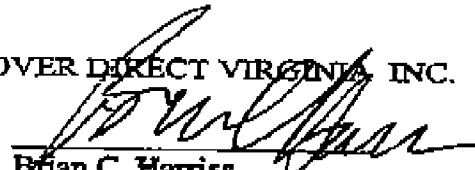
7. The effective time of the merger, and the time of when the merger shall become effective in the State of Delaware, shall be as of the close of business in December 29, 2001.

IN TESTIMONY WHEREOF, each undersigned entity has caused this certificate of merger to be signed by a duly authorized officer thereof this 11th day of December, 2001.

SURVIVING ENTITY:

HANOVER DIRECT VIRGINIA, INC.

By:


Brian C. Harriss
President

MERGING ENTITY:

SCANDIA DOWN CORPORATION

By:


Brian C. Harriss
Vice President