

11-26-2001

NOV 19 2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



101900985

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

S. Rothschild & Co., Inc.

11-19-01

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

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

3. Nature of conveyance:

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

Execution Date:

2. Name and address of receiving party(ies)

Name: S. Rothschild & Co., Inc.

Internal Address:

Street Address: 500 Seventh Avenue

City: New York State: NY Zip: 10018

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Pennsylvania, 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)

1,744,606; 1,792,039 and 2,265,523

Additional number(s) attached Yes No

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

Name: Barry Werbin, Esq.

Internal Address: Herrick, Feinstein LLP

6TDM11 00000130 1744606

40.00 DP 500.00 DP

Street Address: 2 Park Avenue

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41) \$ 565.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Barry Werbin

Name of Person Signing

[Signature]

Signature

8/21/01

Date

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

Refund Ref: 11/23/2001 6TDM11 0000112209

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

CHECK Refund Total: \$25.00

TRADEMARK REEL: 002398 FRAME: 0833

**CONTINUATION OF ITEM 4**

**Recordation of Registered Trademarks re:  
August 21, 2000 Certificate of Merger of  
S. Rothschild & Co., Inc. (DE) into  
S. Rothschild & Co., Inc. (PA)**

**REGISTERED TRADEMARKS**

<b>SERIAL NO.</b>	<b>REGISTRATION NO.</b>	<b>MARK</b>
72014533	0647877	THE AMERICAN MALE
74029692	1653121	BEALE & THURLOE LTD.
72398140	0935405	CHIEF APPAREL
73729065	1522721	CONCEPT
73770240	1559936	CONCEPT II
72135277	0740066	GASLIGHT
73815431	1621317	IZZI'S GANG
73815738	1615804	IZZI'S KIDS
73580948	1408632	JUNIOR CONCEPT
73620648	1435764	LAKE FOREST
73318186	1202851	LAMBRETTA
74679934	1960514	NO STRINGS ATTACHED
73573713	2204646	ROTHSCHILD
74597133	2213571	S. ROTHSCHILD
73619287	1447625	SOUTH CREEK
73695731	1508283	STORM STOPPER
74238454	1820672	SWINGIN IN THE RAIN
72380895	0935385	TROUSERS UP

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 MERGER, WHICH MERGES:

"S. ROTHSCHILD & CO., 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 PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF AUGUST, A.D. 2000, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2000.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3277727 8100M

001423773

AUTHENTICATION: 0631952

DATE: 08-22-00

TRADEMARK  
REEL: 002398 FRAME: 0835

Certificate of Merger

of

S. Rothschild & Co., Inc.,  
a Delaware corporation

into

S. Rothschild & Co., Inc.,  
a Pennsylvania corporation

It is hereby certified that:

1. S. Rothschild & Co., Inc., the terminating corporation, is a business corporation incorporated under the laws of Delaware ("DE Corp").
2. S. Rothschild & Co., Inc., the surviving corporation, is a business corporation incorporated under the laws of Pennsylvania ("PA Corp").
3. An agreement of merger has been approved, adopted, certified, executed and acknowledged by DE Corp and PA Corp in accordance with Subsection (c) of Section 252 of the Delaware General Corporation Law and the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania ("Pennsylvania Corporation Law").
4. The surviving corporation in the merger herein certified is PA Corp, which shall continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Pennsylvania Corporation Law.
5. The articles of incorporation of PA Corp, as now in force and effect, shall continue to be the articles of incorporation of the surviving corporation until amended and changed pursuant to the provisions of the Pennsylvania Corporation Law.
6. The executed agreement of merger between PA Corp and DE Corp is on file at an office of PA Corp, the surviving corporation, the address of which is 500 Seventh Avenue, Sixth Floor, New York, New York 10018.
7. A copy of the agreement of merger shall be furnished by PA Corp, the surviving corporation, on request and without cost, to any stockholder of PA Corp or DE Corp.
8. PA Corp agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of DE Corp as well as for enforcement of any obligation of PA Corp arising from the merger, including any suit or other proceeding to enforce the right any stockholder of DE Corp as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and hereby irrevocable appoints the Delaware Secretary of State as its agent to

accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Delaware Secretary of State:


S. Rothschild & Co., Inc.  
500 Seventh Avenue  
Sixth Floor  
New York, New York 10018

9. The agreement of merger between PA Corp and DE Corp provides that the merger herein certified be effective on August 31, 2000.

Executed on August 21, 2000

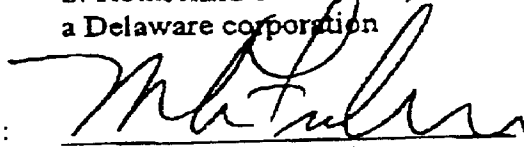
S. Rothschild & Co., Inc.,  
a Pennsylvania corporation

By:

  
Mark Friedman, President

S. Rothschild & Co., Inc.,  
a Delaware corporation

By:

  
Mark Friedman, President