

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

LWI Holdings, Inc.

- 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: 1-2-02

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

Name: Hanover Direct Pennsylvania, Inc.

Internal Address: \_\_\_\_\_

Street Address: 115 River Road, Bldg. 10

City: Edgewater State: NJ Zip: 07020

- 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) \_\_\_\_\_

1852742

Additional number(s) attached  Yes  No

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

Name: Tamara Miller

Internal Address: Leydig, Voit & Mayer, Ltd.

Suite 4900

Street Address: Two Prudential Plaza

City: Chicago State: IL Zip: 60601

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

1

**7. Total fee (37 CFR 3.41).....\$ 40.00**

- Enclosed
- Authorized to be charged to deposit account

**8. Deposit account number:**

12-1216

**DO NOT USE THIS SPACE**

**9. Signature.**

Tamara Miller  
Name of Person Signing

Tamara Miller  
Signature

2/27/02  
Date

Total number of pages including cover sheet, attachments, and document: 9

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

# Delaware

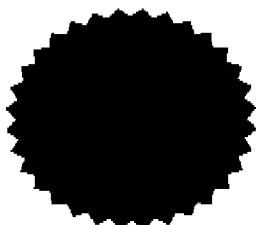
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*The First State*

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:

"LWI HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HANOVER DIRECT PENNSYLVANIA, INC." UNDER THE NAME OF "HANOVER DIRECT PENNSYLVANIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2453601 8100M

AUTHENTICATION: 1611373

020095513

DATE: 07/14/02 TRADEMARK

REEL: 002419 FRAME: 0539

C O M M O N W E A L T H O F P E N N S Y L V A N I A  
D E P A R T M E N T O F S T A T E

FEBRUARY 13, 2002

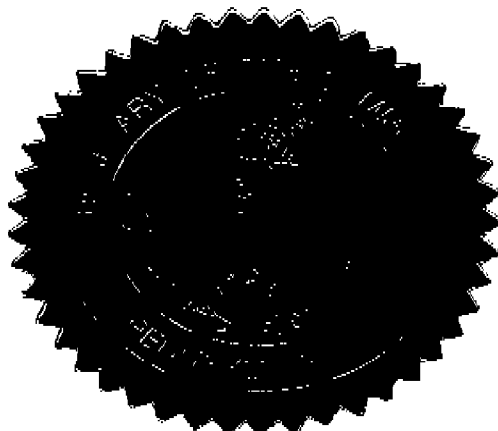
TO AL· WHOM THESE PRESENTS SHALL COME, GREETING:

HANOVER DIRECT PENNSYLVANIA, INC.

I, C Michael Weaver, acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



*C. Michael Weaver*  
Secretary of the Commonwealth

ACTING

TCHI

200198 - 210

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger  
(15 Pa.C.S.)

Entity Number  
0150122

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in additional to two

Filed in the Department of State on JAN 02 2002

*Karen Ditzgen*  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1 The name of the corporation/limited partnership surviving the merger is:  
Hanover Direct Pennsylvania, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider	County
<u>Corporation Service Company</u>	<u>Dauphin</u>

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider	County
_____	_____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of this Commonwealth is:

_____	City	State	Zip
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
LMI Holdings, Inc.		c/o Corporation Service Company	Dauphin

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: January 2, 2002 at 9:00 am  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Hanover Direct Pennsylvania, Inc.	Adopted by the directors and shareholders
	pursuant to 15 Pa.C.S. sec. 1924(a)

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901-§ 1924(b) (relating to omission of certain provisions from filed plan) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

115 River Road, Building #10, Edgewater, NJ 07020

Number and street City State Zip County

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DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

19th day of December

2001

Hanover Direct, Pennsylvania, Inc.  
Name of Corporation/Limited Partnership

[Signature]  
Signature

President  
Title

LMI Holdings, Inc  
Name of Corporation/Limited Partnership

[Signature]  
Signature

Vice President  
Title

CERTIFICATE OF MERGER

OF

LWI HOLDINGS, INC.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 01/02/2002  
02000521 - 2453601

AND

HANOVER DIRECT PENNSYLVANIA, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- i. LWI Holdings, Inc., which is incorporated under the laws of the State of Delaware; and
- ii. Hanover Direct Pennsylvania, Inc., which is incorporated under the laws of the State of Pennsylvania.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by LWI Holdings, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Hanover Direct Pennsylvania, Inc. in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is Hanover Direct Pennsylvania, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The certificate of incorporation of Hanover Direct Pennsylvania, Inc., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 115 River Road, Building 10, Edgewater, NJ 07020

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of LWI Holdings, Inc., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of LWI Holdings, Inc. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware 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 Secretary of State of the State of Delaware:

115 River Road, Building 10, Edgewater, NJ 07020

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 2, 2002.

Dated: December 17, 2001

LWI HOLDINGS, INC.

By: \_\_\_\_\_

Name: Brian C. Harriss  
Title: Vice President

Dated: December 19, 2001

HANOVER DIRECT PENNSYLVANIA, INC.

By: \_\_\_\_\_

Name: Brian C. Harriss  
Title: President