

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):
R & S/Strauss, Inc.

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

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

2. Name and address of receiving party(ies)
Name: R & S Liquidating Company, Inc.
Internal
Address: _____
Street Address: 9A Brick Plant Road
City: South River State: NJ Zip: 08882

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 03/23/2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,000,821;
1,478,109; 0,605,822

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michael I. Chakansky
Internal Address: Sills Cummis Radin Tischman
Epstein & Gross, P.A.
Street Address: One Riverfront Plaza
City: Newark State: NJ Zip: 07102-5400

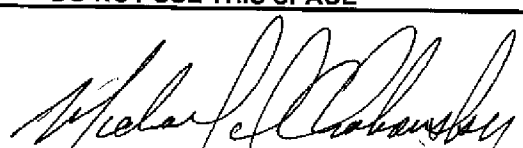
6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41)..... \$ 90
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-1250

DO NOT USE THIS SPACE

9. Signature.
Michael I. Chakansky (Reg. No. 31,600)
Name of Person Signing


Signature

09/17/2002
Date

Total number of pages including cover sheet, attachments, and document: **3**

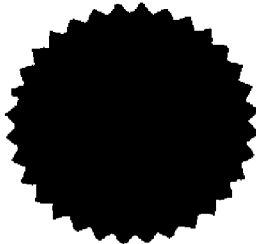
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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 AMENDMENT OF "R & S/STRAUSS, INC.", CHANGING ITS NAME FROM "R & S/STRAUSS, INC." TO "R & S LIQUIDATING COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2000, AT 3:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2167617 8100

AUTHENTICATION: 1987379

TRADEMARK

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 03/23/2000
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A DIVISION OF CORPORATIONS /// I
M FILED 03/23/2000 03/23/2000 D
P /// 001157993 / 2167617 ///
BY Cheryl Wyatt

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF R & S/STRAUSS, INC.**

This Certificate of Amendment to the Certificate of Incorporation of R & S/Strauss, Inc. was duly adopted in accordance with §§ 242 and 303 of the Delaware General Corporation Law in accordance with a plan of reorganization of the Corporation approved by order of the United States Bankruptcy Court for the District of Delaware in *In re: R & S/Strauss, Inc.*, Chapter 11 Case No. 98-1241(MFW), under Chapter 11 of the United States Bankruptcy Code (11 U.S.C. § 101, et seq.). The Certificate of Incorporation is hereby amended as follows:

FIRST: Article FIRST is deleted in its entirety and the following new Article FIRST is inserted in its place:

"FIRST: The name of this corporation is R & S Liquidating Company, Inc."

SECOND: Except as amended and modified hereby, the Certificate of Incorporation of the R & S/Strauss, Inc. is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, R & S/Strauss, Inc. has caused this certificate to be signed by an authorized officer this 23 day of MAR 2000.

R & S/STRAUSS, INC.

By: 
Thomas J. Noonan, Jr., Vice President

WPS: 477970 . 2

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FROM TONG COMPANY MAR-23-00

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RECORDED: 09/18/2002

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