

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):  
Company Store Holdings, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: Hanover Direct, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 115 River Road, Building #10  
City: Edgewater State: NJ Zip: 07020

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: 12/25/99

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

B. Trademark Registration No.(s) 2032691  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Tamara A. Miller, Esq.  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: \_\_\_\_\_  
 Two Prudential Plaza, Suite 4900  
 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 A. Miller*                      *Tamara Miller*                      10-24-02  
 Name of Person Signing                      Signature                      Date

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

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 MERGER, WHICH MERGES:

"COMPANY STORE HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "HANOVER DIRECT, INC." UNDER THE NAME OF "HANOVER DIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, 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-FIFTH DAY OF DECEMBER, A.D. 1999.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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020558327

AUTHENTICATION: 1972223

TRADEMARK  
DATE: 09-09-02  
REEL: 002565 FRAME: 0828

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/22/1999  
991556959 - 2332755

CERTIFICATE OF MERGER  
OF  
COMPANY STORE HOLDINGS, INC.  
INTO  
HANOVER DIRECT, 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:

Company Store Holdings, Inc. Delaware

Hanover Direct, 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, 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, Inc.  
1500 Harbor Boulevard  
Weehawken, New Jersey 07087

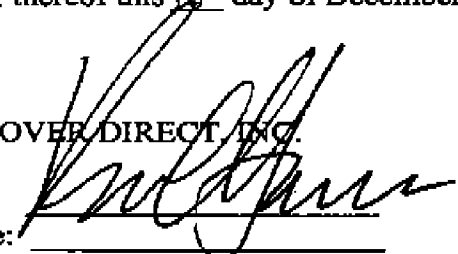
6. A copy of the agreement of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

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 on December 25, 1999.

IN TESTIMONY WHEREOF, each undersigned entity has caused this certificate of merger to be signed by a duly authorized officer thereof this 10 day of December, 1999.


SURVIVING ENTITY:

HANOVER DIRECT, INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MERGING ENTITY:

COMPANY STORE HOLDINGS, INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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