

12-04-2002

Form PTO-1504

RF

ET

U.S. DEPARTMENT OF COMMERCE

1-31-92



Patent and Trademark Office

To the Honorable Commissioner of

102300308

and original documents or copy hereof.

1. Name of conveying party(ies): **11-503**  
**TMW Licensing II, Inc.**  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State California  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies)  
 Attached  Yes  No

2. Name and address of receiving party(ies):  
 Name: TMW Licensing I, Inc.  
 Address: 40650 Encyclopedia Circle  
Fremont, CA 94538-2453  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State California  
 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) & addresses attached?  
 Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
 Execution Date: October 8, 2002

A. Trademark Application No.(s) B. Trademark Registration No.(s)  
2,221,170 (V.I.P. CORPORATE PROGRAM)  
 Additional Numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Mark N. Mutterperl  
 Internal Address: Fulbright & Jaworski L.L.P.  
 Street Address: 666 Fifth Avenue  
 City: New York State: NY Zip: 10103


6. Total number of applications and registration involved: ..... 23

12/03/2002 6T0N11 00000110 2221170  
 01 FC:0521 40.00 OP  
 02 FC:0522 550.00 OP

7. Total fee (37 CFR 3.41) \$ 590.00  
 Enclosed  
 Authorized to be charged to deposit account  
 (Only if total fee is not sufficient)

8. Deposit account number:  
 [NUMBER] 50.0624 Order No.: 09904055  
 (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.  
Mark N. Mutterperl  November 7, 2002  
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

THE MEN'S WEARHOUSE

<u>MARK</u>	<u>REGISTRATION NUMBER</u>
YOU'RE GOING TO LIKE THE WAY YOU LOOK	2,287,625
CRICKETEER	1,511,073
VABENE	1,898,160
BARACUTA	1,512,835
JOSEPH & FEISS	840,537
CRICKET CLUB	1,378,155
BARACUTA	2,563,949
JOSEPH & FEISS	1,537,450
SUITS UNIVERSITY & DESIGN	2,279,745
SUITS UNIVERSITY	2,201,032
GW GENTLEMEN'S WEAR-HOUSE	1,369,166
I GUARANTEE IT!	2,121,497
THE MEN'S WEARHOUSE	1,521,918
THE MEN'S WEARHOUSE	1,672,903
VERSINI	2,167,997
COMMON THREADS	2,493,230
SUITS UNIVERSITY & DESIGN	2,208,114
MBA	1,839,359
THE MEN'S WEARHOUSE	2,374,245
BARACUTA	1,148,995
BARACUTA	2,235,127
BARACUTA	1,646,493

THE MEN'S WEARHOUSE

<u>MARK</u>	<u>REGISTRATION NUMBER</u>
YOU'RE GOING TO LIKE THE WAY YOU LOOK	2,287,625
CLOTHESLINES	2,332,948
VABENE	1,898,160
BARACUTA	1,512,835
JOSEPH & FEISS	840,537
CRICKET CLUB	1,378,155
BARACUTA	2,563,949
JOSEPH & FEISS	1,537,450
SUITS UNIVERSITY & DESIGN	2,279,745
SUITS UNIVERSITY	2,201,032
GW GENTLEMEN'S WEAR-HOUSE	1,369,166
I GUARANTEE IT!	2,121,497
THE MEN'S WEARHOUSE	1,521,918
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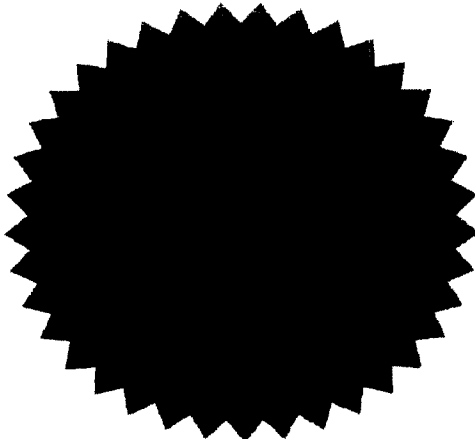
**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 24 2002



*Bill Jones*

Secretary of State

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

OCT 16 2002

BILL JONES, Secretary of State

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**TMW LICENSING II, INC.**

**a California corporation**

**INTO**

**TMW LICENSING I, INC.**

**a California corporation**

**(Pursuant to Section 1110 of the California Corporations Code)**

Eric J. Lane and Kathleen A. Miller, President and Assistant Secretary, respectively, of TMW Licensing I, Inc., a corporation fully organized and existing under and by virtue of the California Corporations Code, do hereby certify:

**FIRST:** That TMW Licensing I, Inc. ("Licensing I") and TMW Licensing II, Inc. ("Licensing II") are corporations duly organized and existing under and by virtue of the California Corporations Code.

**SECOND:** That Licensing I owns all of the outstanding shares of the capital stock of Licensing II, consisting of 100 common shares.

**THIRD:** That the board of directors of Licensing I adopted the following resolutions by unanimous written consent on October 8, 2002, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

"RESOLVED, that TMW Licensing II, Inc., a California corporation ("Licensing II"), which is a wholly-owned subsidiary of TMW Licensing I, Inc., a California corporation ("Licensing I"), merge with and into Licensing I pursuant to Section 1110 of the California Corporations Code, and that Licensing I assume all of the obligations of Licensing II; and

RESOLVED, that the proper officers of Licensing I are hereby authorized and empowered to file the necessary documents with the Secretary of State of the State of California, to incur the necessary expenses therefor and to take, or cause to be taken, all such further action and to execute and deliver or cause to be executed and delivered, in the name of and on behalf of Licensing I, all such further instruments and documents as any such officer may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interests of Licensing I (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be, by or under the direction of any such officer)."

The undersigned declare  
under penalty of perjury under the laws of the State of California that the matters set forth in this  
certificate are true and correct of our own knowledge.

Dated October 8, 2002

By: 

Name: Eric J. Lane

Title: President

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

Name: Kathleen A. Miller

Title: Assistant Secretary

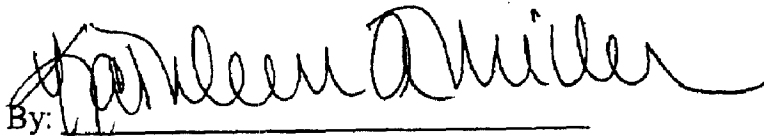
The undersigned declare  
under penalty of perjury under the laws of the State of California that the matters set forth in this  
certificate are true and correct of our own knowledge.

Dated October 11, 2002

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

Name: Eric J. Lane

Title: President



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

Name: Kathleen A. Miller

Title: Assistant Secretary



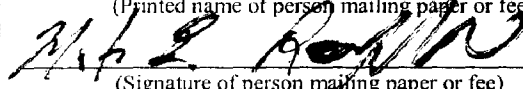
## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registrations of: )  
 )  
 TMW Marketing Company, Inc. )  
 )  
 Registration No.: 2,221,170 )  
 )  
 Mark: V.I.P. CORPORATE PROGRAM )  
 )  
 and trademarks listed on the annexed )  
 Schedule )

I hereby certify that this paper or fee is being deposited with the United States Postal Service with sufficient postage as first class mail under 37 C.F.R. 1.8 and is addressed to Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513 on November 7, 2002.

Martin E. Rosenfeld

(Printed name of person mailing paper or fee)



(Signature of person mailing paper or fee)

## TRANSMITTAL LETTER

Please record the enclosed documents showing TMW Marketing Company, Inc., as the "assignee" against the trademark registrations listed herein:

The appropriate trademark cover sheets are also enclosed which indicate:

1. Name of Assignor: TMW Licensing II, Inc.  
 Name of Assignee: TMW Licensing I, Inc.  
 Nature of transfer: Certificate of Ownership Merging TMW Licensing II, Inc. Into TMW Licensing I, Inc.  
 Execution Date: October 8, 2002
  
2. Name of Assignor: TMW Licensing I, Inc.  
 Name of Assignee: TMW Marketing Company, Inc.  
 Nature of transfer: Certificate of Ownership Merging TMW Licensing I, Inc. Into TMW Marketing Company, Inc.  
 Execution Date: October 8, 2002



The registrations against which the changes in step 1 and step 2 above are to be recorded are:

2,221,170  
 2,287,625  
 1,511,073  
 1,898,160  
 1,512,835  
 840,537  
 2,563,949  
 1,537,450  
 2,279,745  
 2,201,032  
 1,369,166  
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 2,493,230  
 2,208,114  
 1,839,359  
 2,374,245  
 1,148,995  
 2,235,127  
 1,646,493

The Name and Address of Party to whom correspondence concerning this document should be mailed is:

Mark N. Mutterperl  
 Fulbright & Jaworski L.L.P.  
 666 Fifth Avenue  
 New York, New York 10103  
 Attention: Mark N. Mutterperl

Number of Registration(s) for Steps 1 and 2: 23


Total amount of enclosed checks is \$1,180.00 (two checks for \$590.00 each). If the checks are not enclosed or are insufficient, please charge any additional fees to Deposit Account No.: 50-0624 Order No.: 09904055.

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

Dated: November 7, 2002

666 Fifth Avenue  
New York, New York 10103  
Tel. (212) 318-3182  
Fax. (212) 318-3400

By  \_\_\_\_\_  
Mark N. Mutterperl

Enclosures:

- 2 Recordation Form Cover Sheets
- 2 checks in the amount of \$590.00 each