

12-10-2002



To the Honorable Commission

d original documents or copy thereof.  
f receiving party(ies):

1. Name of conveying party(ies): OFFER

**GB RETAILEXCHANGE, LLC,**  
**40 BROAD STREET, SECOND FLOOR**  
**BOSTON, MASSACHUSETTS 02109**

102305824

Name: GORDON BROTHERS WHOLESALE, LLC

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

Street Address: **40 BROAD STREET, ELEVENTH FLOOR**

City: BOSTON State: MA Zip: 02109

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

**X Other: DELAWARE LIMITED LIABILITY COMPANY**  
Additional name(s) of conveying party(ies) attached?  Yes  No

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation \_\_\_\_\_

**X Other: DELAWARE LIMITED LIABILITY COMPANY**  
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
- Security Agreement
- Other: \_\_\_\_\_
- Merger
- X Change of Name**

Execution Date: JUNE 12, 2002

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

75/817,201 - RETAILEXCHANGE.COM  
76/395,246 - GB RE GBRETAILEXCHANGE  
**MAXIMIZING VALUE ON EXCESS INVENTORY (and Design)**  
76/395,319 - GB RE LOGO

B. Trademark registration No.(s)

Additional numbers attached?  Yes **X No**

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

Name: DEBORAH L. BENSON

Internal Address:  
**HINCKLEY, ALLEN & SNYDER LLP**

Street Address: 28 STATE STREET

City: BOSTON State: MA Zip: 02109

6 Total number of applications and registrations involved: { 3 }

7. Total fee (37 CFR 3.41) \$ 90

**X Enclosed**

**X Authorized to be charged to deposit account**

Deposit account number: **500485**

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

12/09/2002 TDIAZY 00000195 75817201

DO NOT USE THIS SPACE

01 FC:0521 40.00 OP  
02 FC:0522 50.00 OP

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.*

DEBORAH L. BENSON  
Name of Person Signing

Signature

NOVEMBER 12, 2002  
Date

Total number of pages comprising cover sheet [ 1 ]

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF FORMATION  
OF  
GB RETAILEXCHANGE, LLC**

1. Introduction. The name of the limited liability company is "GB RetailExchange, LLC" (the "Company"). The Company is a limited liability company, which was organized under the Delaware Limited Liability Company Act, Title 6, Ch. 18, §§ 18-101, et seq., by the filing of a Certificate of Formation with the Secretary of the State of Delaware on October 15, 2001.

2. Amendment. The Company wishes to amend the Certificate of Formation in the following manner:

1. Name. The name of the limited liability company is hereby changed from "GB RetailExchange, LLC" to "Gordon Brothers Wholesale, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation of GB RetailExchange, LLC this 11 day of June, 2002.



By: Alan R. Goldstein,  
Executive Vice President, Chief Financial  
Officer and Manager

#396949  
103000/115426

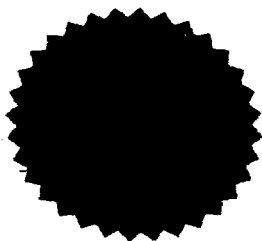
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:30 PM 06/12/2002  
020377475 - 3445763

# 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 AMENDMENT OF "GB RETAILEXCHANGE, LLC", CHANGING ITS NAME FROM "GB RETAILEXCHANGE, LLC" TO "GORDON BROTHERS WHOLESALE, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JUNE, A.D. 2002, AT 12:30 O'CLOCK P.M.



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

3445763 8100

AUTHENTICATION: 1826563

020377475

RECORDED: 12/02/2002

TRADEMARK  
REEL: 002630 FRAME: 0629