

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brooks Brothers, Inc.		08/02/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Retail Brand Alliance, Inc.
Street Address:	100 Phoenix Avenue
City:	Enfield
State/Country:	CONNECTICUT
Postal Code:	06082
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 90

Property Type	Number
Registration Number:	2439280
Registration Number:	2694764
Serial Number:	76246075
Serial Number:	76246076
Registration Number:	2625045
Serial Number:	76002856
Serial Number:	78043423
Registration Number:	2634532
Serial Number:	75824348
Serial Number:	75824346
Serial Number:	76231211
Registration Number:	0772479
Serial Number:	78260190
Serial Number:	75824347
Registration Number:	0640370

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Registration Number:	2632600
Registration Number:	1433488
Registration Number:	1949837
Registration Number:	1796589
Serial Number:	76093173
Serial Number:	78050718
Serial Number:	78042658
Serial Number:	78042659
Serial Number:	78042660
Serial Number:	78042661
Serial Number:	78042662
Serial Number:	78042664
Serial Number:	78042665
Serial Number:	78042666
Serial Number:	78042667
Serial Number:	78042668
Serial Number:	78228601
Serial Number:	78042671
Serial Number:	78053283
Serial Number:	78175685
Serial Number:	78167919
Serial Number:	78153511
Serial Number:	78203757
Serial Number:	78135283
Serial Number:	78270419
Registration Number:	0177574
Serial Number:	78229743
Registration Number:	1796512
Serial Number:	76264303
Serial Number:	78060954
Serial Number:	78042669
Registration Number:	0867673
Registration Number:	2716108
Serial Number:	76024023
Serial Number:	76024284

Registration Number:	0404792
Registration Number:	0404790
Registration Number:	0404683
Registration Number:	0404625
Registration Number:	1839876
Registration Number:	1835798
Registration Number:	1835478
Registration Number:	1562925
Registration Number:	1750407
Registration Number:	0667458
Serial Number:	76008012
Registration Number:	1354158
Registration Number:	1033956
Serial Number:	75814554
Serial Number:	76002549
Registration Number:	2185431
Registration Number:	2187215
Registration Number:	1771690
Registration Number:	1949836
Registration Number:	1908540
Registration Number:	1372655
Registration Number:	0585767
Registration Number:	0781452
Registration Number:	1291279
Registration Number:	2498929
Registration Number:	1432985
Registration Number:	1007938
Registration Number:	0840920
Registration Number:	1905025
Registration Number:	1232809
Registration Number:	2498978
Registration Number:	1640545
Registration Number:	1533110
Registration Number:	2670657
Registration Number:	2523247

Serial Number:	76380457
Serial Number:	78203755
Serial Number:	78149462
Registration Number:	1683557
Registration Number:	0103992

CORRESPONDENCE DATA

Fax Number: (908)725-7088

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 908 722 5640

Email: Stephen.Baker4@verizon.net

Correspondent Name: Stephen L. Baker

Address Line 1: 626 North Thompson Street

Address Line 4: Raritan, NEW JERSEY 08869

NAME OF SUBMITTER:

Stephen L. Baker

Total Attachments: 3

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State of Delaware
Secretary of State
Division of Corporations
Delivered 15:04 PM 07/31/2003
FILED 05 04 PM 07/31/2003
SRV 030502435 - 2517787 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
RELATING TO THE MERGERS OF
CAROLEE DESIGNS, INC.,
BROOKS BROTHERS, INC.,
CASUALCORNERGROUP.COM, LLC
AND
CASUAL CORNER GROUP E-COMMERCE, INC.
WITH AND INTO THEIR PARENT CORPORATION
RETAIL BRAND ALLIANCE, INC.
PURSUANT TO SECTION 253
OF THE
DELAWARE GENERAL CORPORATION LAW

Retail Brand Alliance, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") DOES HEREBY CERTIFY:

FIRST: The Corporation was incorporated on the 26th day of June, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns one hundred percent (100%) of the outstanding shares of the capital stock of Carolee Designs, Inc., a corporation incorporated on the 27th day of June, 2001, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Corporation owns one hundred percent (100%) of the capital stock of Brooks Brothers, Inc., a corporation incorporated on the 9th day of October, 1986, pursuant to the General Corporation Law of the State of Delaware.

FOURTH: That the Corporation owns 99.9% of the membership interest of casualcornergroup.com, LLC, a limited liability company organized on the 27th day of June, 2000, pursuant to the Limited Liability Company Act of the State of Delaware.

FIFTH: That the Corporation owns one hundred percent (100%) of the outstanding shares of the capital stock of Casual Corner Group E-Commerce, Inc., a corporation incorporated on the 8th day of September, 2000, pursuant to the General Corporation Law of the State of Delaware.

SIXTH: That by resolutions of the Board of Directors adopted by a Unanimous Written Consent on the 16th day of July, 2003, the Corporation determined to cause the merger of each of such subsidiary corporations with and into the Corporation, which shall be the surviving corporation, each effective at 11:59 PM, Eastern Daylight Time, on Saturday, August 2, 2003, all pursuant to Section 253 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, RETAIL BRAND ALLIANCE, INC. has signed and acknowledged this Certificate of Ownership and Merger in accordance with Section 103 of the Delaware General Corporation Law on this 16th day of July, 2003.

RETAIL BRAND ALLIANCE, INC.

By: 
Name: Eugenio Feola
Title: Vice President and Secretary

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 OWNERSHIP, WHICH MERGES:

"BROOKS BROTHERS, INC.", A DELAWARE CORPORATION,

"CAROLEE DESIGNS INC.", A DELAWARE CORPORATION,

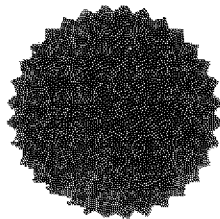
"CASUALCORNERGROUP.COM, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CASUAL CORNER GROUP E-COMMERCE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RETAIL BRAND ALLIANCE, INC." UNDER THE NAME OF "RETAIL BRAND ALLIANCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2003, AT 5:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF AUGUST, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0561595

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DATE: 08-01-03