

Substitute Form PTO-1594 (3/01)

**RECORDATION FORM COVER SHEET**

U.S. Patent and Trademark Office

**TRADEMARKS ONLY**

To the Honorable Commissioner of Patents & Trademarks: Please record the attached original documents or copy thereof.

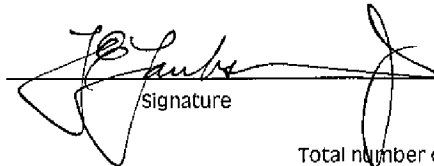
<p>1. Name of conveying party(ies):</p> <p>Carolee Designs Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Other  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - Delaware (all)  Additional name(s) of conveying party(ies) attached?  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Retail Brand Alliance, Inc.</p> <p>Street Address: 100 Phoenix Avenue P.O. Box 1700 Enfield, Connecticut 06082</p> <p><input type="checkbox"/> Individual(s) citizenship:  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - Delaware  <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                              <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Change of Name                      <input type="checkbox"/> Other  <input type="checkbox"/> Security Agreement</p> <p>Execution Date: <b>July 16, 2003</b></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No(s).</p>	<p>B. Trademark Registration No(s).</p> <p>See Schedule A (attached)  Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Lawrence E. Laubscher, Jr.  1160 Spa Road, Suite 2B  Annapolis, MD 21403</p>	<p>6. Total number of applications and registrations involved: <b>13</b></p> <p>7. Total fee (37 CFR 3.41).....\$ <b>340</b>  <input checked="" type="checkbox"/> Authorized to be charged to credit card  <input checked="" type="checkbox"/> Authorized to be charged to deposit account any missing or additional fee</p> <p>8. Deposit Account No. <b>50-1936</b></p>

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.

Lawrence E. Laubscher, Jr.  
Name of Person Signing

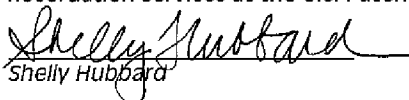
  
Signature

August 18, 2003  
Date

Total number of pages including cover sheet: **[6]**

\*\*\* CERTIFICATE OF TRANSMISSION \*\*\*

I hereby certify that this correspondence consisting of 7 pages (including facsimile cover sheet) is being transmitted to Assignment Recordation Services at the U.S. Patent and Trademark Office at facsimile number 703-306-5995 on August 18, 2003.

  
Shelly Hubbard

OP \$340.00 78208433

**SCHEDULE A**

## (1) Trademark Registrations

<u>Registration No.</u>	<u>Mark</u>
1,370,059	CAROLEE
1,412,672	BAUBLES (& design) Design)
1,878,585	CAROLEE'S STERLING
1,884,915	PEARLS OF WISDOM
1,933,042	Miscellaneous Design (watch box)
1,989,032	LITTLE LUXURIES
1,996,298	JEWELRY THAT TELLS TIME
2,265,103	CAROLEE
2,296,631	CAROLEE
2,302,902	CAROLEE SIGNATURE
2,333,676	CAROLEE

## (2) Trademark Applications

<u>Application No.</u>	<u>Mark</u>
78/208,433	CAROLEE
78/263,214	CAROLEE COMPANY STORE

# 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 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,

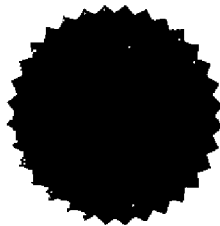
WITH AND INTO "RETAIL BRAND ALLIANCE, INC." UNDER THE NAME OF "RETAIL BRAND ALLIANCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2003, AT 5:04 O'CLOCK P.M.

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.

2517787 8100M

030502435



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2561595

DATE: 08-01-03

TRADEMARK

REEL: 002701 FRAME: 0308

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:04 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 mergers 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: Eugénie Feola  
Title: Vice President and Secretary