

12-01-2003

11-26-03

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Woca Acquisition, LLC

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware limited liability company

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 09/19/03

2. Name and address of receiving party(ies)

Name: Worth, LLC

Internal Address:

Address:

Street Address: 2501 Palomar Airport Road

City: Carlsbad State: CA Zip: 92009

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) See attached list

B. Trademark Registration No.(s) See attached list

Additional number(s) attached Yes No

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

Name: Cathryn A. Berryman

Internal Address:

Street Address: Jenkins & Gilchrist, P.C.

1445 Ross Ave, Suite 3200

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) \$ 265.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

10-0447 (underpayment/overpayment)

DO NOT USE THIS SPACE

9. Signature.

Cathryn A. Berryman

Name of Person Signing

Signature: Cathryn A. Berryman 11-20-03 Date

7

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

11/26/2003 MUELLER 00000031 76292805

01 FC:8521 02 FC:8522

40.00 OP 225.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002871 FRAME: 0018

Trademark Security AgreementTrademarks**Worth, Inc. Trademarks**

Description	Country	FilingDate	AppSerNo	IssueDate	IssueNo	Status
APEX	U.S.	7/31/01	76/292,805			Published for opposition on 5/13/03
Blue Dot	U.S.	1/2/75	1,028,769	12/30/75	1,028,769	Registered
Dream Seam	U.S.	10/8/98	75/567,558	2/29/00	2,323,489	Issued-section 8/15 due 8/29/2005
EST	U.S.	3/23/01	76/230,638	12/11/01	2,517,270	Issued-section 8/15 due 6/11/07
Gold Dot	U.S.	11/17/81	1,225,191	1/25/83	1,225,191	Registered
Green Dot	U.S.	10/12/78	1,213,337	10/19/82	1,213,337	Registered-renewal due 10/19/12
PST	U.S.	4/14/99	75/685,885	3/7/01	2,439,282	Issued-Section 8/15 due 9/27/06
Red Dot	U.S.	1/2/75	1,028,768	12/30/75	1,028,768	Registered
Red Dot & Design	Canada	7/10/75	387,669	6/25/76	214,499	Registered-renewal due 6/25/2006
Reduced Injury Factor	U.S.	5/7/99	75/701,154	3/28/00	2,335,850	Issued-section 8/15 due 3/28/06
RJF	U.S.	5/6/85	1,366,851	10/22/85	1,366,851	Issued-renewal due 10/22/05
Syco	U.S.	5/16/01	76/259,064	10/29/02	2,644,265	Issued-section 8/15 due 4/29/08
Thumper	U.S.	1/21/94	74/482,523	1/17/95	1,873,983	Issued-renewal due 1/17/2005
Triflex	U.S.	4/17/97	75/276,211	10/13/98	2,196,650	Issued-Section 8/15 due
W and design (Miscellaneous design)	U.S.	4/14/03	76/506,189			Pending-waiting for first office
W Worth	U.S.	11/19/91	74/223,146	8/9/94	1,848,826	Renew application by 8/9/04

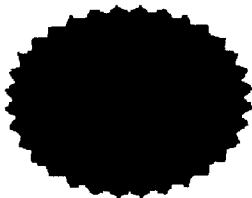
Description	Country	FilingDate	AppSerNo	IssueDate	IssueNo	Status
Wicked	U.S.	1/22/02	76/361,368	Deadline for potential		opposer to file
Worth	Australia		343,566	Renew by	3/4/11	
Worth	Canada	3/14/90	653,260	Issued-renewal due	3/29/2006	
Worth	Dominican		73490	Registered-renew	by 8/15/14	
Worth	Taiwan		195602	Renewal		due
Worth	U.S.	5/31/01	76/264,869	Responded to office		action by
Worth	U.S.	9/27/73	73/002,132	Issued-renewal due	11/26/04	
Worth	Venezuela	F-085955	F-085955	Renew	by	1/10/03
Worth & W Design	Canada	3/1/71	340,630	181,767 Issued-renewal	due 3/10/17	
Worth W	Mexico		252938	File Use	2/3/03	

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 "WOCA ACQUISITION LLC", CHANGING ITS NAME FROM "WOCA ACQUISITION LLC" TO "WORTH, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 2003, AT 10:39 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030604781

AUTHENTICATION: 2647723

DATE: 09-23-03

TRADEMARK
REEL: 002871 FRAME: 0021

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:39 AM 09/22/2003
FILED 10:39 AM 09/19/2003
SRV 030604781 - 3702590 FILE

STATE OF DELAWARE
WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY CONDITION

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition. The Secretary of State hereby waives the requirement for an affidavit of extraordinary condition and establishes such date and time as the filing date of such instrument.

Harriet Smith Windsor
Harriet Smith Windsor
Secretary of State