

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
Paper, Denim and Cloth, LLC	Mudd, LLC	09/07/2004	Limited Liability Company: NEW YORK

RECEIVING PARTY DATA

Name:	PDC Licensing, LLC
Street Address:	1407 Broadway - Suite 2004
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78376112	DEAR WATSON
Registration Number:	2865847	J
Registration Number:	2503164	PD&C
Registration Number:	2553907	PAPER DENIM & CLOTH
Registration Number:	2883421	

CORRESPONDENCE DATA

Fax Number: (212)609-6921
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212 609 6800
Email: mboyce@mccarter.com
Correspondent Name: McCarter & English, LLP
Address Line 1: 245 Park Avenue
Address Line 2: 27th Floor
Address Line 4: New York, NEW YORK 10167-0001

ATTORNEY DOCKET NUMBER: 99382/1 GHF 2807

900016437

TRADEMARK
REEL: 002986 FRAME: 0547

CH \$140.00 78376112

NAME OF SUBMITTER:

Gary H. Fechter

Total Attachments: 3

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Delaware

PAGE 1

The First State

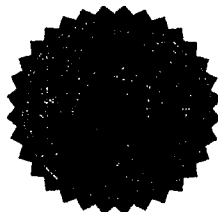
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PAPER, DENIM AND CLOTH, LLC", A NEW YORK LIMITED LIABILITY COMPANY,

WITH AND INTO "PDC LICENSING, LLC" UNDER THE NAME OF "PDC LICENSING, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF SEPTEMBER, A.D. 2004, AT 3:57 O'CLOCK P.M.

3825133 8100M

040658228



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3345234

DATE: 09-13-04

TRADEMARK
REEL: 002986 FRAME: 0549

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:05 PM 09/10/2004
FILED 03:57 PM 09/10/2004
SRV 040658228 - 3825133 FILE

**CERTIFICATE OF MERGER
OF
PAPER, DENIM AND CLOTH, LLC
INTO
PDC LICENSING, LLC**

Under Section 18-209 of the Delaware Limited Liability Company Act (the "Act").

The undersigned does hereby certify:

FIRST: The name and jurisdiction of formation of each of the constituent entities in the merger is as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
Paper, Denim and Cloth, LLC (formed as MUDD, LLC)	New York
PDC Licensing, LLC	Delaware

SECOND: An agreement of merger between Paper, Denim and Cloth, LLC ("Paper") and PDC Licensing, LLC ("PDC") (the "Merger Agreement") has been approved and executed by Paper in accordance with the requirements of Section 1003 of the Limited Liability Company Act of the State of New York and by PDC in accordance with the requirements of Section 18-209(b) of the Act.

THIRD: The name of the surviving limited liability company is PDC Licensing, LLC.

FOURTH: The merger between Paper and PDC is to be effective on the date of filing of this certificate with the Department of State of the State of Delaware.

FIFTH: The executed Merger Agreement is on file at the following place of business of PDC: c/o Levy & Pellegrino, LLP, 950 Third Avenue, New York, NY 10022.

SIXTH: A copy of the Merger Agreement will be furnished by PDC, on request and without cost, to any member of PDC or any person holding an interest in Paper.

IN WITNESS WHEREOF, this certificate has been subscribed this 7th day of September, 2004, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

PDC Licensing, LLC

By 

Name: Richard Gilbert

Title: Manager