

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/26/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Brawn of California, Inc.		03/01/2005	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Brawn, LLC
Street Address:	1500 Harbor Boulevard
City:	Weehawken
State/Country:	NEW JERSEY
Postal Code:	07086
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Registration Number:	1043613	BRAWN
Registration Number:	1103620	INTERNATIONAL MALE
Registration Number:	1206768	BODY TECH
Registration Number:	1261013	TACTICS
Registration Number:	1291159	SOCCER
Registration Number:	1365700	FREIGHTER
Registration Number:	1376030	ONIONSKINS
Registration Number:	1421579	H.I.M.
Registration Number:	1435631	UNDERGEAR
Registration Number:	1450915	AMERICAN VIEW
Registration Number:	1534391	MEN AMERICA
Registration Number:	1571385	UNDERGEAR
Registration Number:	1584123	MEN AMERICA

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Registration Number:	1706850	INTERNATIONAL MALE
Registration Number:	1755458	ONIONSKINS
Registration Number:	1968264	GREAT FINDS
Registration Number:	2261160	OUTTAKES
Registration Number:	2279031	LIMITED QUANTITIES UNLIMITED STYLE
Registration Number:	2316335	SHAPE ENHANCER
Registration Number:	2374280	THE SOCK
Registration Number:	2515810	MAXIMUM EXPOSURE
Registration Number:	2525123	INTERNATIONAL MALE
Registration Number:	2576958	CONTOUR
Registration Number:	2583271	MAXIMUM EXPOSURE
Registration Number:	2615314	MAXIMUM EXPOSURE
Registration Number:	2864005	UNDERGEAR
Serial Number:	78345043	TACTICS

**CORRESPONDENCE DATA**

Fax Number: (312)616-5700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-616-5600  
Email: trademark@leydig.com  
Correspondent Name: Mark J. Liss  
Address Line 1: Two Prudential Plaza, Suite 4900  
Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Mark J. Liss
Signature:	/Mark J. Liss/
Date:	03/29/2005

Total Attachments: 3  
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# Delaware

PAGE 1

*The First State*

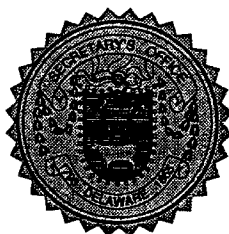
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BRAWN OF CALIFORNIA, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "BRAWN, LLC" UNDER THE NAME OF "BRAWN, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MARCH, A.D. 2005, AT 1:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF MARCH, A.D. 2005, AT 11:59 O'CLOCK P.M.

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050223318



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3764553

DATE: 03-23-05

TRADEMARK

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CERTIFICATE OF MERGER

OF

BRAWN OF CALIFORNIA, INC.

(a foreign corporation)

AND

BRAWN, LLC

(a Delaware limited liability company)

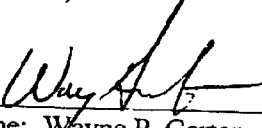
Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Brawn, LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is Brawn of California, Inc. The jurisdiction in which this corporation was formed is the State of California.
3. The Agreement and Plan of Merger has been approved and executed by both the corporation and the limited liability company.
4. The name of the surviving limited liability company is Brawn, LLC.
5. The executed Agreement and Plan of Merger is on file at c/o Hanover Direct, Inc., 1500 Harbor Boulevard, Weehawken, New Jersey 07086, the principal place of business of the surviving limited liability company.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in the corporation or any other business entity which is to merge or consolidate.
7. The Merger shall be effective as of 11:59 pm E.T. on March 26, 2005.

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IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person this 1<sup>st</sup> day of March, 2005.

BRAWN, L.L.C.

By: 

Name: Wayne P. Garten

Title: Manager

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