

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Execution Date previously recorded on Reel 002981 Frame 0012. Assignor(s) hereby confirms the Merger.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. Mills, Inc.		12/22/2000	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	U.S. Mills, Inc.
Street Address:	200 Reservoir Street
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1878790	UNCLE SAM
Registration Number:	2219627	COCOMOTION

CORRESPONDENCE DATA

Fax Number: (617)646-8646
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-646-8000
 Email: lwmtrademarks@wolfgreenfield.com
 Correspondent Name: Lisa W. Martin
 Address Line 1: 600 Atlantic Avenue
 Address Line 4: Boston, MASSACHUSETTS 02210

NAME OF SUBMITTER:	Lisa W. Martin
Signature:	/lwm/
Date:	09/08/2005

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Total Attachments: 3

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

U.S. MILLS, INC.

INTO

USM HOLDINGS, INC.

USM Holdings, Inc., a corporation organized and existing under the laws of Delaware,
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 27th day of July, 1999, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of U.S. Mills, Inc. a corporation incorporated on the 12th day of December, 1987, pursuant to the General Laws of the Commonwealth of Massachusetts.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 22nd day of December, 2000, determined to merge into itself said U.S. Mills, Inc. ("Mills"):

WHEREAS: The Corporation owns all of the outstanding voting common stock of U.S. Mills, a Massachusetts corporation ("Mills");

WHEREAS: Section 253 of the General Corporations Law of the State of Delaware authorizes the merger of a wholly owned subsidiary with and into its parent corporation; and

WHEREAS: The Shareholders and Directors of the Corporation believe it is advisable and in the best interests of the Corporation that Mills be merged with and into the Corporation.

NOW, THEREFORE, be it

RESOLVED: That the merger of the Corporation and Mills is hereby approved.

RESOLVED: That the Agreement of Merger (the "Agreement of Merger") providing for the merger of Mills with and into the Corporation, in substantially the form annexed as Exhibit A hereto, be and hereby is, authorized and approved in every respect,

and that the proper officers of the Corporation be, and they are hereby authorized, empowered and directed (i) to execute and deliver in the name and behalf of the Corporation, and, if requested, under its corporate seal or otherwise, the Agreement of Merger or any documents that may be necessary or appropriate to be delivered in connection therewith, with such changes thereto as may be approved by the officers executing the same, the execution thereof by said officers to be conclusive evidence of such approval, and (ii) to consummate the transaction contemplated by the aforementioned documents and/or instruments.

FURTHER

RESOLVED: That the proper officer of the Corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with Mills and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FURTHER

RESOLVED: That the proper officers of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file in the Office of the Secretary of State in the Commonwealth of Massachusetts the Articles of Merger, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

FURTHER

RESOLVED: That the officers of the Corporation be, and are hereby authorized, empowered and directed to take any and all actions and to execute and deliver any and all documents, certificates, instruments and agreements, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and do any and all things they deem necessary or advisable to carry out the intent of the foregoing resolutions.

FURTHER

RESOLVED: That the Corporation change its corporate name by changing Article I of the Restated Certificate of Incorporation of USM Holdings, Inc. to read as follows:

FIRST. The name of the corporation is

U.S. Mills, Inc.

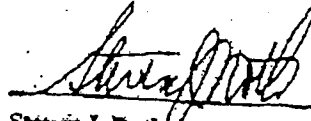
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12/28/00 11:19 FAX 202 533 1399

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IN WITNESS WHEREOF, said USM Holdings, Inc. has caused this Certificate to be signed by Steven J. Roth, its President and Chief Executive Officer, this 22nd day of December, 2000.



Steven J. Roth
President and Chief Executive Officer

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