



Form CM

01-18-2006

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



103159782

ASSIGNMENT FORM COVER SHEET
REMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

01-12-06

1. Name of conveying party(ies):
Blue Tulip, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Limited Liability Company

Citizenship (see guidelines) New Jersey

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No

Additional names, addresses, or citizenship attached? Yes No

Name: Blue Tulip Corporation
 Internal Address: _____
 Address: _____
 Street Address: 743 Alexander Road
 City: Princeton
 State: New Jersey
 Country: United States Zip: 08540

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 12/22/05

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/600,088

B. Trademark Registration No.(s)
3,039,195

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
BLUE TULIP
MANY OCCASIONS...ONE STORE

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

Name: Amy E. Carroll
 Internal Address: Suite 1100
 Street Address: 1500 K Street, N.W
 City: Washington
 State: DC Zip: 20005-1209
 Phone Number: 202/842-8889
 Fax Number: 202/842-8465
 Email Address: amy.carroll@dbr.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number _____
 Authorized User Name _____

9. Signature: *Amy E. Carroll* _____ January 12, 2006 _____
 Signature Date

Amy E. Carroll _____
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Delaware

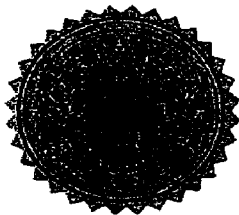
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The First State

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 MERGER, WHICH MERGES:

"BLUE TULIP, LLC", A NEW JERSEY LIMITED LIABILITY COMPANY, WITH AND INTO "BLUE TULIP CORPORATION" UNDER THE NAME OF "BLUE TULIP CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2005, AT 1:39 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4397802

DATE: 12-22-05

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REEL: 003286 FRAME: 0210

CERTIFICATE OF MERGER
OF
BLUE TULIP, LLC
WITH AND INTO
BLUE TULIP CORPORATION

* * * * *

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation or formation of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>DOMICILE</u>
Blue Tulip, LLC	New Jersey
Blue Tulip Corporation	Delaware

SECOND: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is Blue Tulip Corporation, a Delaware corporation (the "Surviving Corporation").

FOURTH: That the Amended and Restated Certificate of Incorporation of Blue Tulip Corporation on file with the Secretary of State of the State of Delaware shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation, the address of which is 743 Alexander Road, Suite 6, Princeton, New Jersey 08540.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

SEVENTH: That this Certificate of Merger shall be effective upon its filing with the Office of the Secretary of State of the State of Delaware.

PK46588511

IN WITNESS WHEREOF, Blue Tulip Corporation has caused this Certificate of Merger to be executed this 22nd day of December, 2005.

BLUE TULIP CORPORATION

By: /s/ David Cully
David Cully
President and Chief Executive Officer

PRV465885V1

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