

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Brawn of California, Inc.

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

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) Mar. 1, 2005; Effect. Date Mar. 26, 2005

- Assignment
- Security Agreement
- Other
- Corrective merger;
- re-record to delete
- 1,365,700 from R/F
- 3054/0886.

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Brawn, LLC

Internal

Address: _____

Street Address: 1500 Harbor Boulevard

City: Weehawken

State: New Jersey

Country: USA Zip: 07086

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other DE Ltd. Liab. Co. Citizenship USA

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)

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1043613 (Reg. No. for one of the marks properly recorded)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
BRAWN (one of the marks properly recorded)

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

Name: Tamara Miller, Leydig Voit & Mayer

Internal Address: Suite 4900

Street Address: Two Prudential Plaza, 180 N. Stetson

City: Chicago

State: IL Zip: 60601

Phone Number: 312-616-5600

Fax Number: 312-616-5700

Email Address: tmiller@leydig.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40

- Authorized to be charged by credit card
- Authorized to be charged to deposit account plus
- Enclosed any deficiencies.

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 12-1216
Authorized User Name Tamara A. Miller

9. Signature:

Tamara A. Miller
Signature

May 25, 2006

Date

Tamara A. Miller

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

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

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:	1305700	FREIGHTER
Registration Number:	1376030	ONIONSKINS
Registration Number:	1421579	H.I.M.
Registration Number:	1435631	UNDERGEAR

Delete

TRADEMARK

Registration Number:	1450915	AMERICAN VIEW
Registration Number:	1534391	MEN AMERICA
Registration Number:	1571385	UNDERGEAR
Registration Number:	1584123	MEN AMERICA
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: 312-616-5800

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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source=Brawn#page2.tif
source=Brawn#page3.tif

RECEIPT INFORMATION

ETAS ID:	TM27331
Receipt Date:	03/29/2005
Fee Amount:	\$690

TRADEMARK

Delaware

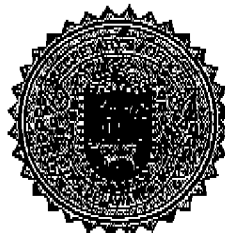
PAGE 1

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.



3893898 8100M

050223318

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3764553

DATE: 03-23-05

TRADEMARK

REEL: 003319 FRAME: 0797

MAR. 23. 2005 4:15PM LANIER2

NO. 3169 P. 2
State of Delaware
Secretary of State
Division of Corporations
Delivered 01:36 PM 03/17/2005
FILED 01:19 PM 03/17/2005
SRV 050223318 - 3893898 FILE

CERTIFICATE OF MERGER

OF

BRAWN OF CALIFORNIA, INC.

(a foreign corporation)

AND

BRAWN, LLC

(a Delaware limited liability company)

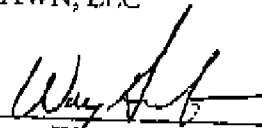
Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

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 1st day of March, 2005.

BRAWN, L.L.C

By: 
Name: Wayne P. Garten
Title: Manager

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