

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/21/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Steve & Barry's Michigan, Inc.		01/21/2005	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Steve & Barry's MI LLC
Street Address:	12 Harbor Park Drive
City:	Port Washington
State/Country:	NEW YORK
Postal Code:	11050
Entity Type:	LIMITED LIABILITY COMPANY: MICHIGAN

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2399262	STEVE & BARRY'S UNIVERSITY SPORTSWEAR

CORRESPONDENCE DATA

Fax Number: (516)706-3292
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 516-267-7380
 Email: tlooney@ny.steveandbarrys.com
 Correspondent Name: Taryn C. Looney
 Address Line 1: 12 Harbor Park Drive
 Address Line 4: Port Washington, NEW YORK 11050

NAME OF SUBMITTER:	Taryn C. Looney
Signature:	/Taryn C. Looney/
Date:	08/29/2006

OP \$40.00 2399262

Total Attachments: 6

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CERTIFICATE OF MERGER

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OF

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DEPT. OF LABOR AND ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

STEVE & BARRY'S MICHIGAN, INC.

DEPT. OF LABOR AND ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

INTO

STEVE & BARRY'S MI LLC

Trans Info#1 10044881-1 12/27/04
Chk# 36416 Amt \$150.00
ID: STEVE & BARRY'S UNIVERSITY SPORTSWE

Pursuant to MC.L.A. 450.1736, Steve & Barry's Michigan, Inc. (hereinafter the "Merging Entity"), a Michigan corporation, and Steve & Barry's MI LLC (hereinafter the "Surviving Entity"), a Michigan Limited Liability Company, hereby propose the following Certificate of Merger for purposes of merging Steve & Barry's Michigan, Inc. with and into Steve & Barry's MI LLC. Steve & Barry's MI LLC shall be the sole surviving business organization after the merger.

1. The name and address of each constituent entity is as follows: Steve & Barry's Michigan, Inc. ("Merging Entity"), a Michigan corporation; and Steve & Barry's MI LLC ("Surviving Entity"), a Michigan limited liability company, whose principal business address is 12 Harbor Park Drive, Port Washington, NY 11050.
2. The Merging Entities desire to merge into a single entity to promote the interests of the Surviving Entity. The Surviving Entity is organized and operated as a limited liability company under Michigan Law.
3. The type of organization of the Surviving Entity is a limited liability company.
4. With regard to Steve & Barry's Michigan, Inc., a domestic corporation, the designation and number of outstanding shares of each class and series is as follows:

Number of Outstanding Shares: 200
Class: Common


The designation and number of outstanding shares of each class and series entitled to vote is as follows:

Number of Voting Shares: 200
Class: Common

- 5. The terms and conditions of the proposed merger, including the manner and basis of converting the shares, partnership interests, membership interests, or other ownership interests of the Merging Entity into ownership interests or obligations of the Surviving Entity, or into cash or other consideration, which may include ownership interests or obligations of an entity not a party to the merger, or into a combination thereof, is attached, set forth and incorporated hereunto as Exhibit A.
- 6. The plan of merger has been adopted by the board in accordance with M.C.L.A. 450.1736, subsection (4).
- 7. The plan of merger will be furnished to the surviving entity, on request and without cost, to any shareholder of the merging and disappearing domestic corporation and to any member of the surviving domestic limited liability company.
- 8. The plan was approved by the shareholders in accordance with M.C.L.A. 450.1736, subsection (5).

In Witness Whereof, this Plan of Merger has been signed by each of Steve & Barry's Michigan, Inc. and Steve & Barry's MI LLC.

STEVE & BARRY'S MICHIGAN, INC.

By  Printed Name: Steven Shore
 President

STEVE & BARRY'S MI LLC

BY: STEVE & BARRY'S LLC

By  Printed Name: Barry Prevor
 Member Chairman

EXHIBIT A: PLAN OF MERGER
STEVE & BARRY'S MICHIGAN, INC.
INTO
STEVE & BARRY'S MI LLC

WHEREAS, Steve & Barry's Michigan, Inc. (hereinafter the "Merging Entity"), a Michigan corporation, and Steve & Barry's MI LLC (hereinafter the "Surviving Entity"), a Michigan Limited Liability Company, pursuant to applicable Michigan statutory provisions governing the procedures for approval of a Plan of Merger (MC.L.A. 450.1736), hereby propose the following Plan of Merger for purposes of merging Steve & Barry's Michigan, Inc. with and into Steve & Barry's MI LLC. Steve & Barry's MI LLC shall be the sole surviving business organization after the merger.

NOW THEREFORE, the parties by approving the Plan of Merger agree that:

1. The name and address of each constituent entity is as follows: Steve & Barry's Michigan, Inc. ("Merging Entity"), a Michigan corporation; and Steve & Barry's MI LLC ("Surviving Entity"), a Michigan limited liability company, whose principal business address is 12 Harbor Park Drive, Port Washington, NY 11050.
2. The Merging Entities desire to merge into a single entity to promote the interests of the Surviving Entity. The Surviving Entity is organized and operated as a limited liability company under Michigan Law.
3. The type of organization of the Surviving Entity is a limited liability company.
4. With regard to Steve & Barry's Michigan, Inc., a domestic corporation, the designation and number of outstanding shares of each class and series is as follows:

Number of Outstanding Shares: 200
 Class: Common

The designation and number of outstanding shares of each class and series entitled to vote is as follows:

Number of Voting Shares: 200
 Class: Common

5. The terms and conditions of the proposed merger, including the manner and basis of converting the shares, partnership interests, membership interests, or other ownership interests of each constituent entity into ownership interests or obligations of the surviving entity, or into cash or other consideration, which may include ownership interests or obligations of an entity not a party to the merger, or into a combination thereof, are as follows:

Upon consummation of the merger, the following terms and conditions shall be in effect:

The constituent entities which are a party to the plan of merger shall be a single entity, which shall be Steve & Barry's MI LLC (the Surviving Entity), a Michigan limited liability company;

The separate existence of each constituent entity party to the plan of merger or consolidation, except the Surviving Entity, shall cease;

The Surviving Entity shall thereupon and thereafter possess all the rights, privileges, immunities, powers, and franchises, of a public as well as a private nature, of each constituent entity and shall be subject to all the restrictions, disabilities, and duties of each of such constituent entities to the extent such rights, privileges, immunities, powers, franchises, restrictions, disabilities, and duties are applicable to the form of existence of the Surviving Entity;

All property, real, personal, and mixed, all debts due on whatever account, including promises to make contributions to stated capital and subscriptions, all other choses in action, and all and every other interest of or belonging to or due to each of the constituent entities shall be vested in the Surviving Entity without further act or deed;

The title to all real estate and any interest therein vested in any such constituent entity shall not revert or be in any way impaired by reason of such merger;

The Surviving Entity shall be responsible and liable for all liabilities and obligations of each of the constituent entities so merged, and any claim existing or action or proceeding pending by or against any such constituent entity may be prosecuted as if such merger had not taken place or the Surviving Entity may be substituted in the action; and

Neither the rights of creditors nor any liens on the property of any constituent entity shall be impaired by the merger.

The manner and basis for converting the interests in the Merging Entity into interest or obligations of the Surviving Entity or into money or other property in whole or in part, is as follows:

The merger shall effect no change in any of the ownership interest in the Surviving Entity.

In the merger, each share of stock of the Merging Entity shall be cancelled.

The shares or other interests in the Merging Entity that are to be converted or exchanged into interests, shares or other securities, cash, obligations, or other property in the Surviving Entity under the terms of the articles of merger shall be so converted, and the former holders thereof shall be entitled only to the rights provided in the articles of merger or the rights otherwise provided by law.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: The merger shall effect no change in any of the Surviving Entity's rights to acquire interests, shares, obligations or other securities.

6. The merger will be conducted according to the requirements of the Michigan state statute. After proper notice is provided to the Board Members of the Merging Entity, pursuant to the applicable statutory requirements, the Merging Entity shall convene a Board meeting. A resolution to approve the Plan of Merger will be presented to the Board of the Merging Entity. The Board of Directors for the Merging Entity must approve the Plan of Merger by a majority.
7. Upon approval of the Plan of Merger of the Merging Entity, the Plan of Merger shall be submitted to the voting members of those entities having voting members at a time to be determined by their respective Boards. The eligible voting members of all entities party to the merger must approve the Plan of Merger by two-thirds of the votes cast or a majority of the voting power, whichever is less.
8. Upon approval of the Plan of Merger according to the statutory requirements and as soon as reasonably and practicably possible thereafter, the Merging Entity will merge into the Surviving Entity upon the date the Certificate of Merger is approved by and filed with the Secretary of State of the State of Michigan.
9. The Articles of Organization of the Surviving Entity, Steve & Barry's MI LLC, shall not be amended as a result of the merger.


In Witness Whereof, this Plan of Merger has been signed by each of Steve & Barry's Michigan, Inc. and Steve & Barry's MI LLC.

STEVE & BARRY'S MICHIGAN, INC.

By  Printed Name: Steven Shore
President

STEVE & BARRY'S MI LLC

BY: STEVE & BARRY'S LLC

By  Printed Name: Barry Prevor
Member Chairman