

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Faded Glory Arkansas, Inc.		12/27/2000	CORPORATION: ARKANSAS

**RECEIVING PARTY DATA**

Name:	Faded Glory Arkansas, Inc.
Street Address:	1411 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2594624	FADED GLORY JEANS COMPANY
Registration Number:	2331134	FADED GLORY
Registration Number:	2105090	FADED GLORY
Registration Number:	2100192	FITS THE WAY AMERICA LIVES
Registration Number:	2041473	FADED GLORY
Registration Number:	2036245	FADED GLORY
Registration Number:	0992894	FADED GLORY
Registration Number:	2412981	NU TECH FLEECE
Registration Number:	2636712	GLORY GIRLS CLUB

**CORRESPONDENCE DATA**

Fax Number: (202)861-1783  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**CH \$240.00 2594624**

Email: trademarks@bakerlaw.com, rroby@bakerlaw.com  
Correspondent Name: Rebecca Roby, c/o Baker & Hostetler LLP  
Address Line 1: 1050 Connecticut Ave., N.W.  
Address Line 2: Washington Square, Suite 1100  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	25036-0046
NAME OF SUBMITTER:	Rebecca L. Roby
Signature:	/rlr/
Date:	04/06/2007

**Total Attachments: 10**

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Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES: "FADED GLORY ARKANSAS, INC.", A ARKANSAS CORPORATION, WITH AND INTO "FADED GLORY ARKANSAS, INC." UNDER THE NAME OF "FADED GLORY ARKANSAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 12:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3335101 8100M

001659100

AUTHENTICATION: 0886828

DATE: 12-29-00  
TRADEMARK

REEL: 003517 FRAME: 0437

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement"), is made as of this 27<sup>th</sup> day of December, 2000, and entered into pursuant to Section 252 of the General Corporation Law of the State of Delaware and the Arkansas Business Corporation Act, between FADED GLORY ARKANSAS, INC., a Delaware corporation ("GLORY DELAWARE"), with its principal executive office located at Little Rock, Arkansas, and FADED GLORY ARKANSAS, INC., an Arkansas corporation ("GLORY ARKANSAS"), with its principal executive office located at Little Rock, Arkansas.

WHEREAS, both of the constituent corporations desire to merge; and

WHEREAS, GLORY DELAWARE has authorized capital stock of 10,000 shares of common stock with a par value of \$1.00 each, of which 10,000 shares are currently issued and outstanding and will be so at the Effective Time; and

WHEREAS, GLORY ARKANSAS has authorized capital stock of 10,000 shares of common stock with a par value of \$1.00 each, of which 10,000 shares are currently issued and outstanding; and

WHEREAS, all of the issued and outstanding capital stock of both constituent corporations (100%) was voted for this merger;

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:30 PM 12/28/2000  
001656811 - 3335101

**FIRST:** GLORY ARKANSAS shall be and hereby is merged with and into GLORY DELAWARE or the surviving corporation (the "Surviving Corporation"). The name of the Surviving Corporation following the merger shall continue to be "FADED GLORY ARKANSAS, INC."

**SECOND:** The Articles of Incorporation of GLORY DELAWARE in effect at the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

**THIRD:** The manner of converting the outstanding shares of capital stock of GLORY ARKANSAS into the shares of the Surviving Corporation shall be as follows:

A. Each share of GLORY DELAWARE common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall be unaffected by the Merger.

B. Each share of GLORY ARKANSAS common stock which is outstanding immediately prior to Effective Time of the Merger shall be converted at the Effective Time of the Merger to one (1) share of GLORY DELAWARE common stock.

**FOURTH:** The terms and conditions of the merger are as follows:

A. The bylaws of GLORY DELAWARE as they shall exist at the Effective Time shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or by law.

B. The directors and officers of GLORY DELAWARE in office immediately prior to the Effective Time shall continue in office as directors and officers of the Surviving Corporation until their successors have been elected and qualified.

C. This merger shall become effective upon the filing of this Agreement with both the Secretary of State for the State of Delaware and the Secretary of State for the State of Arkansas (the "Effective Time").

D. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of GLORY ARKANSAS shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights, and every other interest of GLORY ARKANSAS and GLORY DELAWARE shall be the property of the Surviving Corporation as they were of GLORY ARKANSAS and GLORY DELAWARE, respectively. GLORY ARKANSAS hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of GLORY ARKANSAS acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise carry out the intent and purposes hereof, and the proper officers and directors of GLORY ARKANSAS and GLORY DELAWARE are fully authorized in the name of GLORY DELAWARE or otherwise to take any and all such action.

Likewise, GLORY DELAWARE does hereby assume all obligations, debts, duties and liabilities of GLORY ARKANSAS which are outstanding at the Effective Time.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and Stockholders, have caused these presents to be executed by the duly authorized officer of each party hereto.

[SIGNATURES AND ACKNOWLEDGMENTS FOLLOW]

FADED GLORY ARKANSAS, INC.  
(Delaware)

By *A. Ben-Dayan*  
Abraham Ben-Dayan, President

ACKNOWLEDGMENT

STATE OF NEW YORK )  
                                  ) ss:  
COUNTY OF NEW YORK )

On this 27<sup>th</sup> day of December, 2000, before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Abraham Ben-Dayan, (being the person authorized by said corporation to execute such instrument, stating his respective capacities in that behalf), to me personally well known, who stated that he was the President and was duly authorized in his respective capacity to execute the foregoing instruments for and in the name and behalf of said corporation, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 27<sup>th</sup> day of December, 2000.

**BARBARA E. MARKUS**  
Notary Public, State of New York  
No. 31-2541675  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 2001

*Barbara E. Markus*  
Notary Public

My Commission Expires: 3/30/01

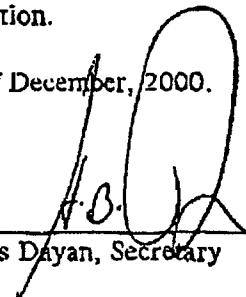
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(S E A L)





I, Charles Dayan, Secretary of FADED GLORY ARKANSAS, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of FADED GLORY ARKANSAS, INC. and having been signed on behalf of FADED GLORY ARKANSAS, INC., a corporation of the State of Arkansas, was duly adopted pursuant to the Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding 10,000 shares of the voting capital stock of FADED GLORY ARKANSAS, INC., the same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of FADED GLORY ARKANSAS, INC., and the duly adopted agreement and act of said corporation.

WITNESS my hand on this 27<sup>TH</sup> day of December, 2000.



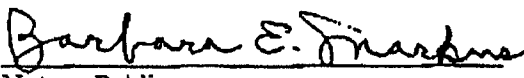

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Charles Dayan, Secretary

STATE OF NEW YORK )  
 ) ss  
 COUNTY OF NEW YORK

Subscribed and sworn to before me, a Notary Public, this 27<sup>TH</sup> day of December, 2000.

BARBARA E. MARKUS  
 Notary Public, State of New York  
 No. 31-2541675  
 Qualified in Kings County  
 Certificate filed in New York County  
 Commission Expires March 30, 2001  
 My Commission Expires: 3/30/01




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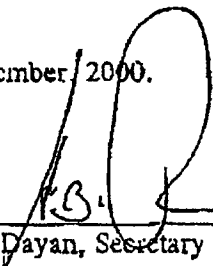
Notary Public

\_\_\_\_\_  
 (S E A L)

CERTIFICATE

I, Charles Dayan, Secretary, of FADED GLORY ARKANSAS, INC., a corporation organized and existing under the laws of the State of Arkansas, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of FADED GLORY ARKANSAS, INC. and having been signed on behalf of FADED GLORY ARKANSAS, INC., a corporation of the State of Delaware, was duly adopted pursuant to Arkansas Business Corporation Act, by the unanimous written consent of the stockholders holding 10,000 shares of the voting capital stock of FADED GLORY ARKANSAS, INC., the same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholder of FADED GLORY ARKANSAS, INC., and the duly adopted agreement and act of said corporation.

WITNESS my hand on this 27<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Charles Dayan, Secretary

STATE OF NEW YORK)  
                                  ) ss  
COUNTY OF NEW YORK)

Subscribed and sworn to before me, a Notary Public, this 27<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Barbara E. Markson

**BARBARA E. MARKUS**  
Notary Public, State of New York  
No. 31-2541675  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 2001

Notary Public

My Commission Expires: 3/30/01

(SEAL)

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