

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion of Entity		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BBA Holdings, Inc.		01/30/2007	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	BBA Holdings, LLC
<b>Street Address:</b>	550 Bailey Avenue
<b>City:</b>	Fort Worth
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	76107
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	2743792	BOMBAY KIDS
Registration Number:	2731873	BOMBAY KIDS
Registration Number:	2765062	BOMBAY KIDS
Registration Number:	1438994	FIRE FASHION
Registration Number:	1905292	
Registration Number:	2314115	PEMBROKE
Registration Number:	2861138	WHAT PART OF YOU LIVES IN BOMBAY
Serial Number:	78645260	B
Registration Number:	1394822	KENSINGTON
Serial Number:	78645250	BOMBAYBATH
Serial Number:	78645255	BOMBAYBATH
Serial Number:	78542618	BOMBAY HERITAGE COLLECTION
Serial Number:	78750652	STANTON
Serial Number:	78764872	VALMONT

**CH \$365.00 2743792**

CORRESPONDENCE DATA

Fax Number: (214)200-0738  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 214-651-5110  
Email: stendell@haynesboone.com  
Correspondent Name: Leanne Stendell, Haynes and Boone, LLP  
Address Line 1: 901 Main Street, Suite 3100  
Address Line 4: Dallas, TEXAS 75202

ATTORNEY DOCKET NUMBER:	16022.2
NAME OF SUBMITTER:	Leanne Stendell
Signature:	/Leanne Stendell/
Date:	05/15/2007

**Total Attachments: 25**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BBA HOLDINGS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF JULY, A.D. 1991, AT 4 O'CLOCK P.M.

CERTIFICATE OF DISSOLUTION, FILED THE EIGHTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF REVOCATION OF DISSOLUTION, FILED THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE SEVENTH DAY OF AUGUST, A.D. 2002, AT 1:31 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE SEVENTH DAY OF AUGUST, A.D. 2002, AT 1:32 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "BBA HOLDINGS, INC." TO "BBA HOLDINGS, LLC", FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 2007, AT 10:27 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRD DAY OF

2268814 8100H

070523944



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5651451

DATE: 05-04-07

TRADEMARK  
REEL: 003542 FRAME: 0563

# Delaware

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*The First State*

FEBRUARY, A.D. 2007, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE THIRTY-FIRST DAY OF  
JANUARY, A.D. 2007, AT 10:27 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRD DAY OF  
FEBRUARY, A.D. 2007, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID LIMITED LIABILITY COMPANY, "BBA HOLDINGS, LLC".

2268814 8100H

070523944



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5651451

DATE: 05-04-07

TRADEMARK  
REEL: 003542 FRAME: 0564

CERTIFICATE OF INCORPORATION

OF

BBA HOLDINGS, INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

ARTICLE I

The name of the Corporation is BBA HOLDINGS, INC.

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at 32 Loockerman Square, Suite L-100, Dover, Delaware 19901. The name of the Corporation's registered agent in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc, in Kent County.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including, without limiting the generality of the foregoing, the power to apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of,

manufacture under and to introduce, sell, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs and similar trade rights, trademarks, trade names, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, possession, dependency, colony, agency or instrumentality of the United States of America and any foreign country, in all rights connected therewith or appertaining thereto; and
- (c) franchises licenses, grants and concessions;

provided, however, that the activities of the Corporation within the State of Delaware shall be confined to the maintenance and management of its intangible investments and the collection and distribution of the income from such investments or from tangible property physically located outside of the State of Delaware. For purposes of this paragraph, "intangible investments" shall include, without limitation, investments in stocks, bonds, notes and other debt obligations (including debt obligations of affiliated corporations), certificates of deposit, money market accounts and other short term investments, patents, patent applications, trademarks, trade names and similar types of intangible assets. Such maintenance and management of intangible investments may include, without limitation, the provision of custodial services for trademarks, trade names and similar types

of intangible assets, the licensing of such trademarks, trade names and similar types of intangible assets to licenses, and the monitoring of, and receipt of reports concerning, the compliance by such licensees with the terms of such licenses to ensure that such licensees make required royalty payments, maintain quality controls and preserve and enhance the goodwill associated with such trademarks, trade names and similar types of intangible assets.

#### ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, with a par value of \$1.00 per share.

#### ARTICLE V

Election of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

#### ARTICLE VI

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, the By-Laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-Laws made by the Directors.

ARTICLE VII

The incorporator of the Corporation is Mary B. McAvinue, whose mailing address is 2500 One Liberty Place, Philadelphia, Pennsylvania 19103.

ARTICLE VIII

Personal Liability of Directors.

1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article shall be deemed to be a contract with each director of this Corporation who serves as such at any time while this Article is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a director of this Corporation prior to such amendment, repeal, By-Law or other provision becoming effective.



ARTICLE IX

Indemnification of, and Advancement of  
Expenses to, Directors, Officers and Others.

1. Right to Indemnification. Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined below in this Paragraph) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or whether brought by or against such person or by or in the right of the Corporation or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Corporation (an "Indemnitee Action") except as provided in the last sentence of this Paragraph. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or a subsidiary of the Corporation or to another such entity at

the request of the Corporation to the extent the Board of Directors of the Corporation at any time designates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" includes each director and officer of the Corporation and each other person designated by the Board of Directors of the Corporation as entitled to the benefits of this Article; "expenses" means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee; and "liability" means all liability incurred, including the amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Article against expenses incurred in connection with an Indemnitee Action if (i) the Indemnitee Action is instituted under Paragraph 3 of this Article and the indemnitee is successful in whole or in part in such Indemnitee Action, (ii) the indemnitee is successful in whole or in part in another Indemnitee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnitee Action.

2. Right to Advancement of Expenses. Every indemnitee shall be entitled as of right to have the expenses of the indemnitee in defending any Action or in bringing and pursuing any Indemnitee Action under Paragraph 3 of this Article paid in advance by the Corporation prior to final disposition of the Action or Indemnitee Action, provided that the Corporation

receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

3. Right of Indemnitee to Bring Action. If a written claim for indemnification under Paragraph 1 of this Article or for advancement of expenses under Paragraph 2 of this Article is not paid in full by the Corporation within 30 days after the claim has been received by the Corporation, the indemnitee may at any time thereafter bring an Indemnitee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of bringing and pursuing such Indemnitee Action. The only defense to an Indemnitee Action to recover on a claim for indemnification under Paragraph 1 of this Article shall be that the conduct of the indemnitee was such that under Delaware law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and stockholders) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the conduct of the indemnitee was such that indemnification is

prohibited by Delaware law, shall be a defense to such Indemnitee Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnitee Action to recover on a claim for advancement of expenses under Paragraph 2 of this Article shall be failure by the indemnitee to provide the undertaking required by Paragraph 2 of this Article.

4. Funding and Insurance. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the indemnitee against the expenses or liability by law or under the provisions of this Article.

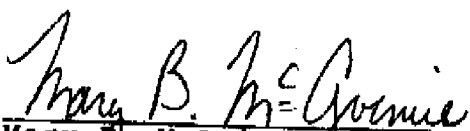
5. Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement, provision in the Certificate of Incorporation or By-Laws of the Corporation, vote of stockholders or disinterested directors or otherwise, (ii) be

deemed to create contractual rights in favor of each indemnitee who serves at any time while this Article is in effect (and each such indemnitee shall be deemed to be serving in reliance on the provisions of this Article), (iii) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnitee was entitled or was designated as entitled to indemnification under this Article and inure to the benefit of the heirs and legal representatives of each indemnitee and (iv) be applicable to Actions commenced after this Article becomes effective, whether arising from acts or omissions occurring before or after this Article becomes effective. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, By-Law or other provision becoming effective.

6. Partial Indemnity. If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liability incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitee Action but not, however, for the total amount thereof, the Corporation

shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 18<sup>th</sup> day of July, 1991.

  
\_\_\_\_\_  
Mary B. McAvinue, Incorporator

SHORT FORM  
CERTIFICATE OF DISSOLUTION  
Pursuant to Sections 275 and 391(a)(5)(b)  
Of  
BBA Holdings, Inc.  
[name of corporation]

1. Name of corporation: BBA Holdings, Inc.
2. The corporation has no assets and has ceased transacting business.
3. The corporation, for each year since its incorporation in this State, has been required to pay only the minimum franchise tax then prescribed by Section 503 of the General Corporation Law of the State of Delaware.
4. The corporation has paid all franchise taxes and fees due to or assessable by this State through the end of the year in which the certificate of dissolution is filed.
5. The dissolution has been authorized by unanimous consent of the sole stockholder on February 8, 2000.
6. The names and addresses of the directors and officers of the corporation are attached hereto as Exhibit "A".
7. The signatory hereto acknowledges the above statements to be true.



Name: Michael B. Pollack  
Title: Assistant Secretary

**BBA HOLDINGS, INC.**

**Officers and Directors Rider**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
William P. Carey	Chairman of the Board and Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
H. Augustus Carey	President	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Ralph G. Coburn	Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
William Ruder	Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
George E. Stoddard	Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Warren G. Wintrub	Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Gordon F. DuGan	Executive Vice President	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Claude Fernandez	Executive Vice President and Chief Administrative Officer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Anne R. Coolidge	Executive Vice President, Portfolio Manager and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
John J. Park	Executive Vice President - Finance, Treasurer and Director of Research	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Anthony S. Mohl	Senior Vice President and Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Debra E. Bigler	Senior Vice President and Regional Marketing Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Ted G. Lagreid	Senior Vice President and Regional Marketing Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Michael D. Roberts	Senior Vice President and Controller	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Gordon J. Whiting	Senior Vice President and Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020

**EXHIBIT A**

**TRADEMARK**

**REEL: 003542 FRAME: 0576**



<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Susan C. Hyde	First Vice President, Director of Investor Relations and Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Edward V. LaPuma	First Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
David W. Marvin	First Vice President and Regional Marketing Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Frank S. Owens	First Vice President	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
W. Sean Sovak	First Vice President, Chief Information Officer and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
David S. Eberle	Vice President and Regional Marketing Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Robert C. Kehoe	Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Mary Ann Kelly	Vice President and Regional Marketing Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
David G. Termine	Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Matthew B. Walley	Vice President, Director of Corporate Communications and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Timothy W. Burdette	Second Vice President	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Samuel W. Byram	Second Vice President and Regional Marketing Director	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Kimberly J. Dussol	Second Vice President	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Yasmin Guerrero	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Natalia A. Hooker	Second Vice President and Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Philip M. Kibel	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
Nicole Bigler Lefort	Second Vice President	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Alexis Lewin	Second Vice President	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Mary P. Nelson	Second Vice President and Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Louisa H. Quarto	Second Vice President and Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Gagan S. Singh	Second Vice President and Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Andrew H. Barnes	Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Stacie J. Colten	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Charles P. Daniels	Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Brieuc de Crombrughe	Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Helen Halis	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Benjamin P. Harris	Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Stephanie K. Kirke	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Marisa Mackey	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Marcia Murray	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Orna Nortman	Assistant Treasurer	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Maxine S. Kisilinsky	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020

BBA HOLDINGS, INC.  
Officers and Directors Rider

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Stephen M. Lyons, III	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Ruth S. Perfido	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Michael B. Pollack	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Elizabeth Stoeber	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020
Patrick E. Sweeney	Assistant Secretary	50 Rockefeller Plaza, 2 <sup>nd</sup> Floor New York, NY 10020

CERTIFICATE OF REVOCATION OF DISSOLUTION

OF

BBA Holdings, Inc.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

BBA Holdings, Inc.

2. The names and the respective addresses of the officers of the corporation are as follows:

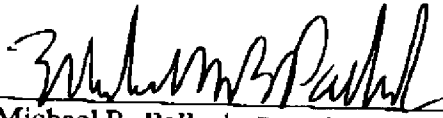
Name	Office	Address
Michael B. Pollack	President, Secretary and Treasurer	2500 One Liberty Place Philadelphia, PA 19103

3. The names and the respective addresses of the directors of the corporation are as follows:

Name	Address
Michael B. Pollack	2500 One Liberty Place Philadelphia, PA 19103

4. At least a majority of the stock of the corporation which was outstanding and entitled to vote upon a dissolution at the time of the dissolution of the corporation have given their written consent to the revocation of the dissolution in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Signed on: February 23, 2001

  
Michael B. Pollack, President

CERTIFICATE OF CORRECTION  
FILED TO CORRECT AN INACCURATE, DEFECTIVE AND ERRONEOUS  
SHORT FORM CERTIFICATE OF DISSOLUTION  
OF  
BBA HOLDINGS, INC.

FILED IN THE OFFICE OF THE SECRETARY OF STATE  
OF DELAWARE ON FEBRUARY 8, 2000

BBA Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

1. The name of the corporation is BBA Holdings, Inc. (the "Company").
2. A Short Form Certificate of Dissolution of BBA Holdings, Inc. (the "Certificate") was filed with the Secretary of State of Delaware on February 8, 2000. The Certificate requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.
3. The Certificate was inaccurately, defectively and erroneously executed and filed by a person who is not, and never has been, a duly elected, qualified and acting officer of the Company and without any authorization by the Company.
  - (a) The Certificate inaccurately states that Michael B. Pollack is the Assistant Secretary of the Company. Michael B. Pollack is not, and was not on February 8, 2000, a duly elected, qualified and acting Assistant Secretary of the Company.
  - (b) Paragraph 2 of the Certificate inaccurately states: "The corporation has no assets and has ceased transacting business." On February 8, 2000, and at all times since February 8, 2000, the Company has owned assets and has transacted business.
  - (c) Paragraph 5 of the Certificate inaccurately states: "The dissolution has been authorized by unanimous consent of the sole stockholder on February 8, 2000." The dissolution was never approved by the sole stockholder of the Company.
  - (d) Paragraph 6 of the Certificate inaccurately states: "The names and addresses of the directors and officers of the corporation are attached hereto as Exhibit 'A'." No person listed on such Exhibit A was a duly elected, qualified and acting officer or director of the Company on February 8, 2000.
4. The Certificate is hereby corrected to revoke any purported dissolution of the Company and to clarify that the Certificate was inaccurately, defectively and erroneously executed and filed, should not have been filed, and is hereby stated to be null and void.

IN WITNESS WHEREOF, BBA Holdings, Inc. has caused this Certificate to be signed by Beverly K. Stookey, its President, this 2<sup>nd</sup> day of August, 2002.

BBA HOLDINGS, INC.

By: Beverly K. Stookey  
Beverly K. Stookey  
President

CERTIFICATE OF CORRECTION  
FILED TO CORRECT AN INACCURATE, DEFECTIVE AND ERRONEOUS  
CERTIFICATE OF REVOCATION OF DISSOLUTION  
OF  
BBA HOLDINGS, INC.

FILED IN THE OFFICE OF THE SECRETARY OF STATE  
OF DELAWARE ON FEBRUARY 23, 2001

BBA Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

1. The name of the corporation is BBA Holdings, Inc. (the "Company").
2. A Certificate of Revocation of Dissolution of BBA Holdings, Inc. (the "Certificate") was filed with the Secretary of State of Delaware on February 23, 2001. The Certificate requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.
3. The Certificate was inaccurately, defectively and erroneously executed and filed.
  - (a) Paragraph 2 of the Certificate inaccurately states that Michael B. Pollack is the President, Secretary and Treasurer of the Company. Michael B. Pollack is not, and was not on February 23, 2001, the duly elected, qualified and acting President, Secretary and Treasurer of the Company.
  - (b) Paragraph 3 of the Certificate inaccurately states that Michael B. Pollack is the sole director of the Company. Michael B. Pollack is not, and was not on February 23, 2001, a director of the Company.
  - (c) Paragraph 4 of the Certificate inaccurately states: "At least a majority of the stock of the corporation which was outstanding and entitled to vote upon a dissolution at the time of the dissolution of the corporation have given their written consent to the revocation of the dissolution in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware." The stockholders of the Company never voted to dissolve the Company and the stockholders of the Company never voted to revoke any purported dissolution of the Company.
4. The Certificate is hereby corrected to clarify that the Company was never dissolved and to clarify that the Certificate was inaccurately, defectively and erroneously executed and filed, should not have been filed, and is hereby stated to be null and void.

IN WITNESS WHEREOF, BBA Holdings, Inc. has caused this Certificate to be signed

IN WITNESS WHEREOF, BBA Holdings, Inc. has caused this Certificate to be signed by Beverly K. Stookey, its President, this 2<sup>nd</sup> day of August, 2002.

BBA HOLDINGS, INC.

By: Beverly K. Stookey  
Beverly K. Stookey  
President



**CERTIFICATE OF CONVERSION  
OF  
BBA HOLDINGS, INC.**

This Certificate of Conversion of BBA Holdings, Inc., a Delaware corporation (the "Converting Entity"), dated January 30, 2007, has been duly executed and is being filed with the Secretary of State of Delaware pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act and Section 266 of the Delaware General Corporation Law (the "DGCL") to convert the Converting Entity into BBA Holdings, LLC, a Delaware limited liability company (the "New LLC").

**ARTICLE ONE**

The Converting Entity was formed as a corporation in Delaware on July 18, 1991. The jurisdiction of the Converting Entity at the time it was first incorporated was Delaware. The jurisdiction of the Converting Entity has not changed since its incorporation.

**ARTICLE TWO**

The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion was BBA Holdings, Inc.

**ARTICLE THREE**

The name of the domestic limited liability company into which the Converting Entity is to be converted as set forth in its Certificate of Formation is BBA Holdings, LLC.

**ARTICLE FOUR**

The conversion has been duly approved by the sole stockholder of the Converting Entity in accordance with Section 266(b) of the DGCL and adopted as of January 30, 2007.

**ARTICLE FIVE**

The conversion of the Converting Entity into the New LLC shall become effective as of 11.59 p.m., Eastern Standard Time, on February 3, 2007.

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:07 AM 01/31/2007  
FILED 10:27 AM 01/31/2007  
SRV 070106912 - 2268814 FILE*

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed as of the date first above written.

BBA HOLDINGS, INC.

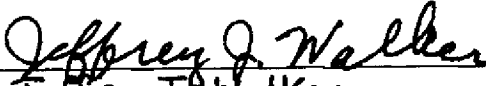
By: Jeffrey J. Walker  
Name: Jeffrey J. Walker  
Title: President

**CERTIFICATE OF FORMATION  
OF  
BBA HOLDINGS, LLC**

The undersigned, being a person authorized to form a limited liability company under the Delaware Limited Liability Company Act (the "Act"), hereby adopts the following Certificate of Formation for such limited liability company:

1. The name of the limited liability company is BBA Holdings, LLC.
2. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.
3. The initial and sole member of BBA Holdings, LLC shall be The Bombay Company, Inc., a Delaware corporation.
4. Pursuant to Section 18-201(b) of the Act, the effective date and time of this Certificate of Formation shall be 11:59 p.m., Eastern Standard Time, on February 3, 2007.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of BBA Holdings, LLC as of January 30, 2007.

  
Jeffrey J. Walker  
Authorized Person

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:07 AM 01/31/2007  
FILED 10:27 AM 01/31/2007  
SRV 070106912 - 2268814 FILE*

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**RECORDED: 05/15/2007**

**TRADEMARK  
REEL: 003542 FRAME: 0587**