

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rollease, Inc.		07/31/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	General Clutch Corp.
Street Address:	200 Harvard Avenue
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1512317	ROLLEASE
Registration Number:	1788185	VERSARAIL
Registration Number:	1823260	EXPRESSLY YOURS
Registration Number:	2512773	ENGINEERED TO BE ESSENTIAL
Registration Number:	2704543	
Registration Number:	2965513	
Serial Number:	78953445	

CORRESPONDENCE DATA

Fax Number: (202)223-2085
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-861-3900
 Email: dctrademarks@dlapiper.com
 Correspondent Name: Ryan C. Compton, Esq. - DLA PIPER US LLP

OP \$190.00 1512317

Address Line 1: 1200 Nineteenth Street, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036-2412

ATTORNEY DOCKET NUMBER:	305792-57
NAME OF SUBMITTER:	Ryan C. Compton, Esq.
Signature:	/Ryan C. Compton/
Date:	08/07/2007

Total Attachments: 4
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Delaware

PAGE 1

The First State

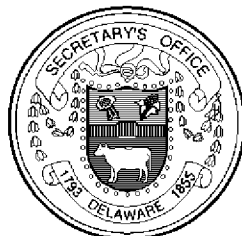
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ROLLEASE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GENERAL CLUTCH CORP." UNDER THE NAME OF "GENERAL CLUTCH CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2007, AT 1:57 O'CLOCK P.M.

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

4399009 8100M

070872774



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5889708

DATE: 07-31-07

TRADEMARK
REEL: 003595 FRAME: 0859

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ROLLEASE, INC.
a Delaware corporation

WITH AND INTO

GENERAL CLUTCH CORP.
a New York corporation

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

The undersigned, being a duly authorized officer of General Clutch Corp., a New York corporation (the "Corporation"), does hereby certify, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), to the following facts relating to the merger of Rollease, Inc., a Delaware corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation in the merger:

1. The Corporation was incorporated on May 5, 1980 pursuant to and in accordance with the Business Corporation Law of the State of New York (the "BCL").

2. The Corporation is the owner of all of the issued and outstanding shares of capital stock of the Subsidiary, a corporation incorporated on September 1, 1995 pursuant to and in accordance with the DGCL.

3. The Board of Directors of the Corporation on July 31, 2007 duly adopted the resolutions set forth on Exhibit A annexed hereto, which resolutions authorize the merger of the Subsidiary into the Corporation, with the Corporation remaining as the surviving corporation (the "Surviving Corporation") pursuant to Section 253 of the DGCL and the applicable provisions of the BCL (the "Merger"). Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

4. The Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Corporation at 200 Harvard Avenue, Stamford, CT 06902.

5. The Merger shall become effective upon the filing of this Certificate of Ownership and Merger.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Corporation as of this 21st day of July, 2007.

GENERAL CLUTCH CORP.,
a New York corporation

By: 
Name: Derick Marsh
Title: President and Secretary

EXHIBIT A

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS
OF GENERAL CLUTCH CORP.**

Dated July 31, 2007

RESOLVED: That Rollease be merged with and into GCC and that, at and after the effective time of such merger (the "*Rollease/GCC Merger Effective Time*"), all of the estate, property, rights, privileges, powers, and franchises of Rollease shall be vested in and enjoyed by GCC as fully and entirely and without change or diminution as the same were before held and enjoyed by Rollease in its name.

RESOLVED: That the proper officers of GCC be and they are, and each of them singly is, hereby authorized and directed to execute, deliver and acknowledge the Agreement and Plan of Merger, New York Certificate of Merger, and Delaware Certificate of Ownership and Merger, in substantially the forms attached hereto as **Exhibits G, H, and I**, respectively, and to cause the New York Certificate of Merger to be filed in the office of the Secretary of State of the State of New York, and to cause the Delaware Certificate of Ownership and Merger to be filed in the office of the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of New York or the State of Delaware, which may be necessary or proper to effect said merger.

RESOLVED: That at and after the Rollease/GCC Merger Effective Time, GCC shall assume all of the obligations of Rollease, such that all debts, liabilities, and duties of Rollease shall henceforth attach to GCC and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by GCC.

RESOLVED: That the separate existence of Rollease shall cease at the Rollease/GCC Merger Effective Time pursuant to the provisions of the BCL and the DGCL; and GCC shall continue its existence as the surviving corporation pursuant to the provisions of the BCL.

RESOLVED: That the issued and outstanding shares of capital stock of Rollease shall not be converted in any manner, but each share that is issued as of the Rollease/GCC Merger Effective Time shall be surrendered and extinguished.

RESOLVED: That the Rollease/GCC Merger shall become effective upon the effective filing of all documents or instruments necessary to perfect such merger pursuant to the requirements of the DGCL and BCL.

RESOLVED: That the proper officers of GCC are, and each of them is, hereby authorized and empowered, for and on behalf of GCC and Rollease, to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all such acts and thing as they, or any of them, may deem necessary, appropriate, convenient or desirable in order to enable GCC fully and promptly to carry out the purposes and intents of the foregoing resolutions, the authority of each such officer to be conclusively evidenced by his or her execution of any such document, paper or instrument.