

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GTB Holding Corp.		12/29/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GTB Holding, LLC		
<b>Street Address:</b>	48 WEST 38 STREET, 8 FLOOR		
<b>City:</b>	NEW YORK		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0438775	"SANFORSET"	
Registration Number:	0408781	SANFORIZED	
Registration Number:	0408780	SANFORIZED	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(714)755-8290		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	714-540-1235		
<b>Email:</b>	ipdocket@lw.com		
<b>Correspondent Name:</b>	Latham & Watkins LLP		
<b>Address Line 1:</b>	650 Town Center Drive, Suite 2000		
<b>Address Line 4:</b>	Costa Mesa, CALIFORNIA 92626		
<b>ATTORNEY DOCKET NUMBER:</b>	031935-0234		
<b>NAME OF SUBMITTER:</b>	Anna T Kwan		
<b>Signature:</b>	/Anna T Kwan/		

OP \$90.00 0438775

Date:

03/04/2008

**Total Attachments: 7**

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# Delaware

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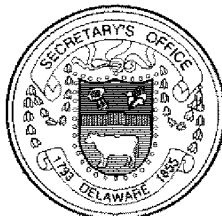
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GTB HOLDING CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GTB HOLDING CORP." TO "GTB HOLDING, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 9:38 O'CLOCK A.M.

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

2218338 8100V

061199033



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5316537

DATE: 12-29-06

TRADEMARK  
REEL: 003731 FRAME: 0944

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:50 AM 12/29/2006  
FILED 09:38 AM 12/29/2006  
SRV 061199033 - 2218338 FILE

**CERTIFICATE OF CONVERSION**

**CONVERTING**

**GTB HOLDING CORP.**  
(A Delaware Corporation)

**TO**

**GTB HOLDING, LLC**  
(A Delaware Limited Liability Company)

This Certificate of Conversion is being filed for the purpose of converting GTB Holding Corp., a Delaware corporation (the "Converting Corporation"), to a Delaware limited liability company to be named "GTB Holding, LLC" (the "Company") pursuant to Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 *et seq.* (the "Delaware LLC Act"), and Section 266 of the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101 *et seq.* (the "DGCL").

The undersigned, as an authorized person of the Converting Corporation and the Company, does hereby certify as follows:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "GTB Holding Corp." The name of the Converting Corporation when incorporated was "Cluett Peabody Holding Corp."

2. Date and Jurisdiction of Incorporation of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was incorporated, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
January 4, 1990	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware LLC Act is "GTB Holding, LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Delaware LLC Act.

5. Effective Time. This Certificate shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 29, 2006.

**GTB HOLDING CORP.**

By: Kathy D. Wilson  
Name: Kathy D. Wilson  
Title: Chief Financial Officer

633735

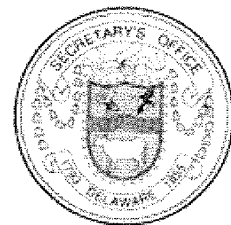
**TRADEMARK**  
**REEL: 003731 FRAME: 0946**



# State of Delaware

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for GTB HOLDING, LLC whose file number is 2218338 on 12/29/2006 under request number 061199033 for authentication number 5316537.***



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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "GTB HOLDING, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 9:38 O'CLOCK A.M.

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

2218338 8100V

061199033



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5316537

DATE: 12-29-06

TRADEMARK  
REEL: 003731 FRAME: 0948

**CERTIFICATE OF FORMATION**

**OF**


**GTB HOLDING, LLC**

This Certificate of Formation is being filed pursuant to Section 18-214(b) of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq., in connection with the conversion of GTB Holding Corp., a Delaware corporation, to a Delaware limited liability company.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is GTB Holding, LLC (the "Company").
2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, DE 19808, County of New Castle. The registered agent of the Company for service of process at such address is Corporation Service Company.
3. Effective Time. This Certificate of Formation shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of December 29, 2006.

  
\_\_\_\_\_  
An Authorized Person  
Name: Kathy D. Wilson

633734

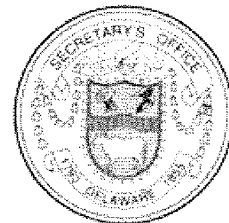




State of Delaware

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