

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/11/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Moss, Inc.		11/10/2008	CORPORATION: MAINE

**RECEIVING PARTY DATA**

Name:	Moss Holding Company
Street Address:	3600 West Pratt Avenue
City:	Lincolnwood
State/Country:	ILLINOIS
Postal Code:	60712
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	77469373	
Serial Number:	77469366	
Serial Number:	77469343	

**CORRESPONDENCE DATA**

Fax Number: (310)846-4799  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (310) 348-8200  
 Email: mmizrahi@brookskushman.com  
 Correspondent Name: Mark B. Mizrahi  
 Address Line 1: 6100 Center Drive  
 Address Line 2: Suite 630  
 Address Line 4: Los Angeles, CALIFORNIA 90045

ATTORNEY DOCKET NUMBER:	MOSS-0112-TUS
-------------------------	---------------

NAME OF SUBMITTER:	Mark B. Mizrahi
Signature:	/mark b mizrahi/
Date:	02/24/2009
<b>Total Attachments: 7</b> source=Delaware - Moss Inc into Moss Holding Company#page1.tif source=Delaware - Moss Inc into Moss Holding Company#page2.tif source=Delaware - Moss Inc into Moss Holding Company#page3.tif source=Delaware - Moss Inc into Moss Holding Company#page4.tif source=Delaware - Moss Inc into Moss Holding Company#page5.tif source=Delaware - Moss Inc into Moss Holding Company#page6.tif source=Delaware - Moss Inc into Moss Holding Company#page7.tif	

# Delaware

PAGE 1

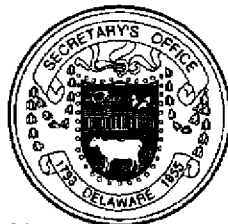
*The First State*

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:

"MOSS INC.", A MAINE CORPORATION,

WITH AND INTO "MOSS HOLDING COMPANY" UNDER THE NAME OF "MOSS HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF NOVEMBER, A.D. 2008, AT 3:21 O'CLOCK P.M.

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



3269786 8100M

081104670

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6966251

DATE: 11-14-08

TRADEMARK  
REEL: 003941 FRAME: 0666

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**MOSS INC., a Maine corporation**

**WITH AND INTO**

**MOSS HOLDING COMPANY, a Delaware corporation**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Moss Holding Company, a Delaware corporation ("Parent"), does hereby certify to the following facts relating to the merger (the "Merger") of Moss Inc., a Maine corporation ("Subsidiary") with and into Parent, with Parent remaining as the surviving corporation:

First. Parent is incorporated pursuant to the DGCL. Subsidiary is incorporated pursuant to the laws of the State of Maine.

Second. Parent owns one hundred percent (100%) of the outstanding shares of each class of capital stock of Subsidiary that, absent Section 253 of the DGCL, would be entitled to vote on the Merger.

Third. Attached hereto is a copy of the resolution(s) of Parent's board of directors adopted on August 29, 2008 approving the Merger and the Agreement and Plan of Merger (the "Merger Agreement") in connection with the Merger.

Fourth. The Merger and Merger Agreement have been adopted, approved, certified, executed and acknowledged by Subsidiary in accordance with the laws of Maine.

Fifth. Parent shall be the surviving corporation of the Merger.

Sixth. The certificate of incorporation of Parent as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation until further amended in accordance with the provisions of the DGCL.

Seventh. The executed Merger Agreement is on file at an office of Parent, the address of which is 3600 West Pratt Avenue, Lincolnwood, Illinois 60712.

Eighth. A copy of the Merger Agreement will be furnished by Parent on request, without cost, to any stockholder of the constituent corporations.

Ninth. The Merger shall be effective on November 10, 2008.

\* \* \*

LAI 1252932

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:21 PM 11/10/2008  
FILED 03:21 PM 11/10/2008  
SRV 081104670 - 3269786 FILE

**TRADEMARK**  
**REEL: 003941 FRAME: 0667**

IN WITNESS WHEREOF, Parent has caused this certificate to be signed by an authorized officer, on ~~September~~, 2008.  
November 10,

**MOSS HOLDING COMPANY,**  
a Delaware corporation

By:   
Name: Martin A. Saraffa  
Title: President

LA1 1252932

**TRADEMARK**  
**REEL: 003941 FRAME: 0668**

August 29, 2008 Board Resolutions of Parent

APPROVAL OF AGREEMENT OF MERGER

WHEREAS, a proposed Agreement of Merger providing for the merger (the "Merger") of the Corporation with Moss Inc, a Maine corporation, with the Corporation being the surviving corporation, has been presented to the Board and a copy of said agreement is attached hereto as Exhibit A (the "Merger Agreement");

WHEREAS, the Board deems it to be in the best interest of the Corporation and its sole stockholder to approve the Merger and the Merger Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the terms and conditions of the Merger Agreement are hereby approved;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed on behalf of the Corporation to prepare, enter into, execute, deliver and perform, in the name of, and on behalf of, the Corporation, and in addition to the Merger Agreement, any amendments, additions or ancillary agreements, instruments and documents related to the Merger Agreement and the Merger as they may determine to be necessary or desirable, such determination to be conclusively evidenced by the execution and delivery of such amendments, additions or ancillary agreements, instruments and documents.

## AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated on this 11th day of September, 2008 ("Agreement"), by and between Moss Holding Company ("Holding"), a Delaware corporation, and Moss Inc. ("Moss"), a Maine Corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 1104 of Title 13-C of the Maine Business Corporation Act.

WHEREAS, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, Holding filed its Certificate of Incorporation in the office of the Secretary of the State of Delaware on August 18, 2000, and

WHEREAS, Moss, filed its Certificate of Incorporation in the office of the Secretary of the State of Maine on November 21, 1977.

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, and subject to the approval of their respective stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Moss (the "Disappearing Corporation") shall be, and hereby is, merged into Holding, which shall be the surviving corporation (the "Surviving Corporation").

SECOND: The Certificate of Incorporation of the Surviving Corporation as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: On the Effective Date, by virtue of the Merger and without any action on the part of the stockholders who are holders thereof, all outstanding stock of, in and to Disappearing Corporation outstanding immediately prior to the Effective Date shall be cancelled.

FOURTH: The Bylaws of the Surviving Corporation as in effect immediately before Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until amended in accordance with their terms, the Certificate of Incorporation of the Surviving Corporation and applicable Law.

FIFTH: From and after the Effective Date, the directors and officers of Surviving Corporation immediately before the Effective Date shall continue to comprise all of the directors and officers of the Surviving Corporation until successors are duly elected or appointed and qualified in accordance with the Bylaws of the Surviving Corporation and applicable Law.

SIXTH: This merger shall be effective on the date of filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Date").

SEVENTH: On the Effective Date, all of the estate, property, rights, privileges, powers, immunities and franchises of Disappearing Corporation shall become vested in and be held by Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Disappearing Corporation.

EIGHTH: On the Effective Date, the Surviving Corporation shall assume all of the liabilities, restrictions, disabilities, duties and obligations of Disappearing Corporation.

NINTH: Surviving Corporation shall keep on file the executed Merger Agreement at its place of business located at 10250 Constellation Boulevard, Suite 2850, Los Angeles, California, 90067.

TENTH: Surviving Corporation shall furnish a copy of the executed Merger Agreement, on request and without cost, to any stockholder of Surviving Corporation or any person holding stock in Disappearing Corporation.

ELEVENTH: This Merger Agreement constitutes the sole and entire agreement among the parties hereto or between any of them with respect to the subject matter hereof and supersedes all prior discussions, understandings and agreements among or between such parties or any of them with respect to such subject matter.

TWELFTH: This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

THIRTEENTH: The appropriate officers of the Corporations be, and each of them hereby is, authorized and directed to make and execute a Certificate of Merger setting forth the terms of this Merger Agreement and the Merger, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the Merger.

FOURTEENTH: This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

FIFTEENTH: If any provision of this Merger Agreement is held to be illegal, invalid or unenforceable under any provision of applicable law, then if and to the extent that the rights or obligations of any party hereto under this Merger Agreement will not be materially and adversely affected thereby, (i) such provision shall be fully severed from this Merger Agreement; (ii) this Merger Agreement shall be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised a part hereof; and (iii) the remaining provisions of this Merger Agreement shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance herefrom.



IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

MOSS HOLDING COMPANY

By:   
Guy Zaczepinski  
Secretary

MOSS INC.

By:   
Guy Zaczepinski  
Secretary

LAI 1241681