

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/24/1998		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	The Copley Noyes and Randall Limited		12/24/1998
			CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Copley Apparel Group Limited		
Street Address:	56 Yorke Boulevard		
City:	Hamilton, Ontario		
State/Country:	CANADA		
Postal Code:	L8R 1R4		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2207406	MATTEO MAAS
CORRESPONDENCE DATA			
Fax Number:	(312)357-5310		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3123575322		
Email:	sfix@hartmarx.com		
Correspondent Name:	Sophie Fix, Hartmarx Legal Department		
Address Line 1:	101 N Wacker Drive, Suite 2300		
Address Line 4:	Chicago, ILLINOIS 60606		
DOMESTIC REPRESENTATIVE			
Name:	Sophie Fix, Hartmarx Corporation		
Address Line 1:	101 N Wacker Drive, Suite 2300		
Address Line 4:	Chicago, ILLINOIS 60606		

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NAME OF SUBMITTER:	Sophie Fix
Signature:	/sophie fix/
Date:	05/27/2009
<p>Total Attachments: 12 source=SCAN8323_000#page1.tif source=SCAN8323_000#page2.tif source=SCAN8323_000#page3.tif source=SCAN8323_000#page4.tif source=SCAN8323_000#page5.tif source=SCAN8323_000#page6.tif source=SCAN8323_000#page7.tif source=SCAN8323_000#page8.tif source=SCAN8323_000#page9.tif source=SCAN8323_000#page10.tif source=SCAN8323_000#page11.tif source=SCAN8323_000#page12.tif</p>	



Ministry of
Ontario Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce
CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

1322466

CERTIFICATE
This is to certify that these
articles are effective on

Trans Code A 18	Line No. 0 20	Stat. 0 28	Comp Type A 29	Method Incorp. 3 30	Share S 31
Notice Req'd N 32	Jurisdiction ONTARIO 33 _____ 47			A 57	

DECEMBER 24 DÉCEMBRE, 1998

Carl D. Ellis (B)
Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

1. The name of the amalgamated corporation is: Dénomination sociale de la compagnie issue de la fusion:

C	O	P	P	L	E	Y	A	P	P	A	R	E	L	G	R	O	U	P	L	I	M	I	T	E	D
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2. The address of the registered office is: Adresse du siège social:
56 York Blvd.

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureau, numéro du bureau)

Hamilton, Ontario

L	8	R	1	R	4
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(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

City of Hamilton

Regional Municipality of
Hamilton-Wentworth

(Name of Municipality, Geographic Township)
(Nom de la municipalité, du canton)

in
dans le/la

(County, District or Regional Municipality)
(Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maximal) d'administrateurs:

Minimum of one (1) and a maximum of ten (10)

4. The director(s) is/are:

Administrateur(s):

First name, initials and last name Prénom, initiales et nom de famille	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident Canadien Oui/Non
Frederick G. Wohlschlaeger	5823 South Garfield Avenue Hinsdale, Illinois 60521	No
Gary D. Graham	1320 White Cedar Trail Burlington, Ontario L7P 4T2	Yes

Form 4
Business Corporations Act
Formule numéro 4
Loi sur les compagnies

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Coppley Apparel Group Limited

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des compagnies qui fusionnent	Ontario Corporation Number Numéro de la compagnie en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
Coppley Apparel Group Limited	1315751	December 24, 1998
The Coppley, Noyes and Randall Limited	432277	December 24, 1998

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REEL: 003994 FRAME: 0161

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue: Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of shares of one class designated as Common Shares

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

N/A

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the corporation shall be restricted in that no shares shall be transferred without the consent of the directors of the Corporation expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors which consent may be given either prior or subsequent to the time of transfer of such shares.

10. Other provisions (if any): Autres dispositions, s'il y a lieu:

- a) That the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in the employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder; and
- b) that any invitation to the public to subscribe for any shares or securities of the Corporation is hereby prohibited.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

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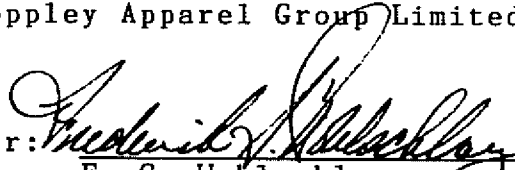
These article are signed in duplicate.

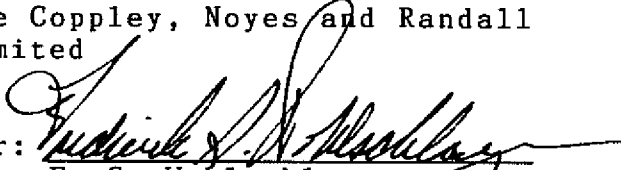
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers	Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.
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Coppley Apparel Group Limited

The Coppley, Noyes and Randall Limited

Per: 
 F. G. Wohlschlaeger
 Vice President

Per: 
 F. G. Wohlschlaeger
 Vice President

CERTIFIED COPY OF A
RESOLUTION OF THE BOARD OF DIRECTORS OF
THE COPPLEY, NOYES AND RANDALL LIMITED
(the "Corporation")

RESOLVED THAT:

1. The amalgamation of the Corporation and Copley Apparel Group Limited under the *Business Corporations Act* (Ontario) to be effective on the 24th day of December, 1998, pursuant to Subsection 177(1) thereof, is approved;
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the *Business Corporations Act* (Ontario) and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of the Corporation, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of Copley Apparel Group Limited;
4. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of the Copley Apparel Group Limited;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. Any director or officer of the Corporation is hereby authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing.

RESOLVED THAT:

The directors hereby confirm that effective upon the amalgamation of the Corporation:


1. The following persons shall hold the office or offices of the amalgamated corporation set opposite their names until their respective successors are appointed:

President and Chief Executive Officer - Paul J. McWhinnie
Vice President - Glen Morgan
Vice President - Homi Patel
Vice President - Frederick G. Wohlschlaeger
Secretary - Taras R. Proczko
Assistant Secretary - Gary D. Graham
Assistant Treasurer - Raymond Swapa

2. The banking resolutions of Copley Apparel Group Limited, until repealed, amended, altered or added to, shall be the banking resolutions of the amalgamated corporation;
3. the form of share certificate for the Common Shares of Copley Apparel Group Limited, until altered, shall be the form of share certificate for the Common Shares of the amalgamated corporation;
4. the form of corporate seal of Copley Apparel Group Limited shall be the form of corporate seal of the amalgamated corporation.

The undersigned Assistant Secretary of the Corporation hereby certifies that the foregoing is a true and correct copy of a resolution passed by the board of Directors of the Corporation on the 22nd day of December, 1998, and is in full force and effect.

DATED this 22nd day of December, 1998.



Gary D. Graham
Assistant Secretary

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December 17, 1998

**CERTIFIED COPY OF A
RESOLUTION OF THE BOARD OF DIRECTORS OF
1315751 ONTARIO INC.**

RESOLVED THAT:

1. The articles of 1315751 Ontario Inc. be amended to change the name of 1315751 Ontario Inc. to "Coppely Apparel Group Limited" (the "Corporation), and the filing of articles of amendment to such effect, is hereby approved.
2. The amalgamation of the Corporation and The Coppely, Noyes and Randall Limited under the *Business Corporations Act* (Ontario) to be effective on the 24th day of December, 1998, pursuant to Subsection 177(1) thereof, is hereby approved;
3. Subject to the issuance of a Certificate of Amalgamation pursuant to the *Business Corporations Act* (Ontario) and without affecting the validity of the incorporation and existence of The Coppely, Noyes and Randall Limited under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of The Coppely, Noyes and Randall Limited, including all such shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect thereof;
4. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
5. The by-laws of the amalgamated corporation, until repealed, amended, altered or added to, shall be the same as the by-laws of the Corporation;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. Any director or officer of the Corporation is hereby authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing.

RESOLVED THAT:

The directors hereby confirm that effective upon the amalgamation of the Corporation:

1. The following persons shall hold the office or offices of the amalgamated corporation set opposite their names until their respective successors are appointed:

President and Chief Executive Officer - Paul J. McWhinnie
Vice President - Glen Morgan
Vice President - Homi Patel

Vice President - Frederick G. Wohlschlaeger

Secretary - Taras R. Proczko

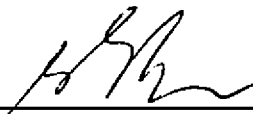
Assistant Secretary - Gary D. Graham

Assistant Treasurer - Raymond Swapa

2. The banking resolutions of the Corporation, until repealed, amended, altered or added to , shall be the banking resolutions of the amalgamated corporation;
3. the form of share certificate for the Common Shares of the Corporation, until altered, shall be the form of share certificate for the Common Shares of the amalgamated corporation;
4. the form of corporate seal of the Corporation shall be the form of corporate seal of the amalgamated corporation.

The undersigned Assistant Secretary of the Corporation hereby certifies that the foregoing is a true and correct copy of a resolution passed by the board of Directors of the Corporation on the 22nd day of December, 1998, and is in full force and effect.

DATED this 22nd day of December, 1998.



Gary D. Graham
Assistant Secretary

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December 17, 1998

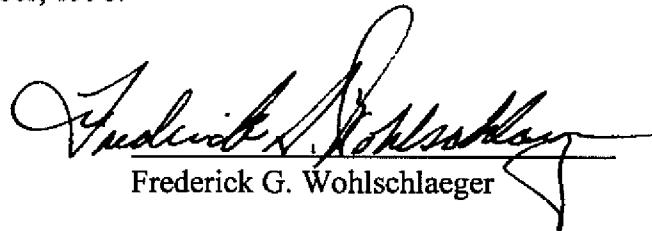
SCHEDULE "A"

STATEMENT OF DIRECTOR & OFFICER

I, Frederick G. Wohlschlaeger, solemnly state that:

1. I am a Director and Vice President of The Copley, Noyes and Randall, one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 22nd day of December, 1998.


Frederick G. Wohlschlaeger

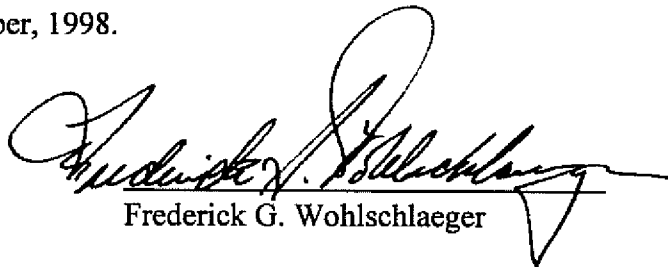
SCHEDULE "A"

STATEMENT OF DIRECTOR & OFFICER

I, Frederick G. Wohlschlaeger, solemnly state that:

1. I am a Director and Vice President of Copley Apparel Group Limited, one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein deposed to.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 22nd day of December, 1998.


Frederick G. Wohlschlaeger