

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/28/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Peerless Delaware, Inc.		09/30/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Peerless Clothing International, Inc.
Street Address:	200 Industrial Park Road
City:	St. Albans
State/Country:	VERMONT
Postal Code:	05478
Entity Type:	CORPORATION: VERMONT

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3303720	TALLIA
Registration Number:	3361811	OAKLOOM
Registration Number:	2571088	ALTA RESA
Registration Number:	2322516	TALLIA
Registration Number:	2256145	TALLIA
Registration Number:	2039539	FRANK OLIVIER
Registration Number:	2354843	HARTZ & CO.
Registration Number:	2405253	HARTZ & CO.
Registration Number:	2628453	TALLIA
Registration Number:	1880700	FRATELLI BOTTO
Registration Number:	1845675	FRATELLI BALZZANO
Registration Number:	1745230	FRANK OLIVIER
Registration Number:	1633268	PROVINCIA

CH \$440.00 3303720

Registration Number:	1654048	BUTTEGA
Registration Number:	1654047	CURRICK & LEIKEN
Registration Number:	1943279	TALLIA
Registration Number:	0643305	OAKLOOM

CORRESPONDENCE DATA

Fax Number: (212)949-1690
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-697-3750
Email: lap@kirschsteinlaw.com
Correspondent Name: Lisa A. Pieroni
Address Line 1: 425 Fifth Avenue
Address Line 2: 5th Floor
Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	PEERLESS
NAME OF SUBMITTER:	Lisa A. Pieroni
Signature:	/Lisa A. Pieroni/
Date:	07/15/2010

Total Attachments: 9
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STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Merger

I, Deborah L. Markowitz, Vermont Secretary of State, do hereby certify that

PEERLESS DELAWARE, INC.
a DELAWARE domestic company

merged into

PEERLESS CLOTHING INTERNATIONAL, INC.
a VERMONT domestic company

effective in this office on September 28, 2009.

The name of the surviving company is

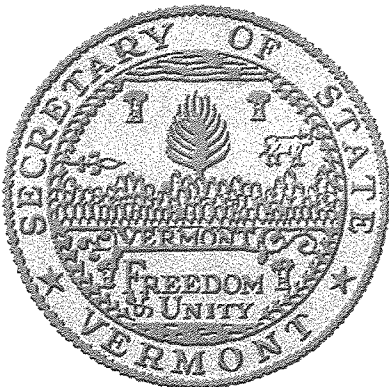
PEERLESS CLOTHING INTERNATIONAL, INC.
a VERMONT domestic company

October 1, 2009

Given under my hand and the seal
Of the State of Vermont, at
Montpelier, the State Capital



Deborah Markowitz
Secretary of State



ARTICLES OF MERGER
(Vermont Corporation)
Peerless Clothing International, Inc.

RECEIVED

KS | DATE 9-30-09

Pursuant to the provisions of 11A V.S.A. Section 11.05, Peerless Clothing International, Inc., a Vermont corporation (the "Company"), hereby submits these Articles of Merger and states the following:

1. The Agreement and Plan of Merger (the "Plan of Merger") by and between the Company and Peerless Delaware, Inc., a Delaware corporation, ("Peerless Delaware") is attached as Exhibit 1. The effective date of the merger is 6:00 p.m. on September 30, 2009. Upon the effectiveness of the Plan of Merger and the filing of these Articles of Merger, the Company is the surviving corporation and Peerless Delaware shall be merged out of existence.
2. The Plan of Merger was approved by the Board of Directors of the Company.
3. The approval of the shareholders of the Company was required.
 - A. There is one shareholder of the Company and that shareholder is Barejo U.S.A., Inc.
 - B. Barejo U.S.A., Inc., acting through its President, voted as the sole shareholder of the Company to approve the Plan of Merger. Such vote was sufficient for approval of the Plan of Merger.

DATED at Montreal and effective the 30th day of September, 2009.


Name: Joel Segal
Title: President

The \$ 50.00 filing fee is attached.

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of September 30, 2009, by and between **PEERLESS DELAWARE, INC.**, a Delaware corporation (hereinafter called "Peerless-Delaware") and **PEERLESS CLOTHING INTERNATIONAL, INC.**, a Vermont corporation (hereinafter called "Peerless-Vermont").

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 BY KS | DATE 9-30-09

WITNESSETH:

WHEREAS, the Board of Directors of Peerless-Delaware and Peerless-Vermont have resolved that Peerless-Delaware will be merged, pursuant to the General Corporation Law of Delaware and the Vermont Business Corporation Act, into a single corporation existing under the laws of the State of Vermont, to wit, Peerless-Vermont, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, the authorized capital stock of Peerless-Delaware consists of 100 shares of Common Stock with each share having a \$ 0 par value (hereinafter called "Peerless-Delaware Common Stock"), of which 1 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of Peerless-Vermont consists of 10,000 shares of Common Stock with each share having a \$1.00 par value (hereinafter called "Peerless-Vermont Common Stock"), of which 1,000 shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of Peerless-Delaware and Peerless-Vermont have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of Delaware and the Vermont Business Corporation Act that Peerless-Delaware shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Vermont, to wit, Peerless-Vermont, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

ARTICLE 1**Stockholders' Meetings; Filings; Effects of Merger**

Section 1.1 Action by Peerless-Vermont as Sole Stockholder of Peerless-Delaware. On or before September 30, 2009, Peerless-Vermont, as the sole stockholder of Peerless-Delaware, shall adopt this Agreement in accordance with the General Corporation Law of Delaware.

Section 1.2 Peerless-Vermont Stockholders' Meeting. Peerless-Vermont shall call a meeting of its stockholders to be held in accordance with the Vermont Business Corporation Act at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

Section 1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Peerless-Vermont in accordance with the Vermont Business Corporation Act, (b) this Agreement is adopted by Peerless-Vermont as the sole stockholder of Peerless-Delaware, in accordance with the General Corporation Law of Delaware, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Ownership and Merger shall be filed in accordance with the General Corporation Law of Delaware and Articles of Merger shall be filed in accordance with the Vermont Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective at 6:00 p.m. on September 30, 2009, which date and time are herein referred to as the "Effective Date."

Section 1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Peerless-Delaware shall cease, and Peerless-Delaware shall be merged into Peerless-Vermont which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of Peerless-Vermont; and all and singular, the rights, privileges, powers and franchises of Peerless-Delaware, and all property, real, personal and mixed, and all debts due to Peerless-Delaware on whatever account, as well for stock subscriptions and all other things in action or belonging to Peerless-Delaware, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Peerless-Delaware, and the title to any real estate vested by deed or otherwise, under the laws of Vermont or Delaware or any other jurisdiction, in Peerless-Delaware, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Peerless-Delaware shall be preserved unimpaired, and all debts, liabilities, and duties of Peerless-Delaware shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Peerless-Delaware or the corresponding officers of the Surviving Corporation, may, in the name of Peerless-Delaware, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all Peerless-Delaware's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement.

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BY YS | DATE 9-30-09

ARTICLE 2

Name of Surviving Corporation; Certificate of Incorporation; By-Laws

Section 2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Peerless Clothing International, Inc.

Section 2.2 Certificate of Incorporation. The Certificate of Incorporation of Peerless-Vermont as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

Section 2.3 By-Laws. The By-Laws of Peerless-Vermont, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

ARTICLE 3

Status and Conversion of Securities

The manner and basis of converting the shares of capital stock of Peerless-Delaware and the nature and amount of securities of Peerless-Vermont which the holders of shares of Peerless-Delaware Common Stock are to receive in exchange for such shares are as follows: All issued and outstanding shares of Peerless-Delaware Common Stock held by Peerless-Vermont immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

ARTICLE 4

Miscellaneous

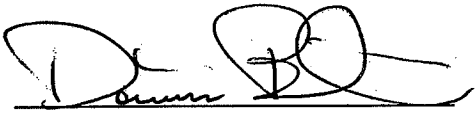
Section 4.1 Termination. This Agreement and Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the Shareholders of Peerless-Vermont, if the Board of Directors of Peerless-Delaware or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

Section 4.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

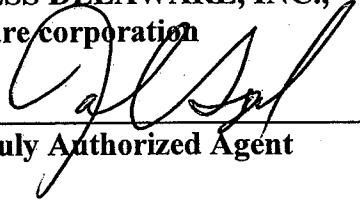
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BY KS | DATE 9.30.09


IN WITNESS WHEREOF, this Agreement has been executed by Peerless Clothing International, Inc., a Delaware corporation, and Peerless Clothing International, Inc., a Vermont corporation, all on the date first above-written.

IN THE PRESENCE OF:

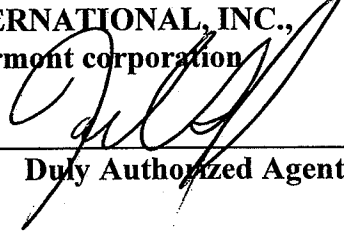

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PEERLESS DELAWARE, INC.,
a Delaware corporation

By: 
Duly Authorized Agent


Andersara

PEERLESS CLOTHING
INTERNATIONAL, INC.,
a Vermont corporation

By: 
Duly Authorized Agent

E09205-01/Doc#20

RECEIVED
BY KS / DATE 9-30-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:07 AM 09/30/2009
FILED 10:07 AM 09/30/2009
SRV 090896421 - 2877139 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is **PEERLESS DELAWARE INC.**, a Delaware corporation, and **PEERLESS CLOTHING INTERNATIONAL, INC.**, a Vermont corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is **PEERLESS CLOTHING INTERNATIONAL, INC.**, a Vermont corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.


FIFTH: The merger is to become effective on September 30, 2009.

SIXTH: The Agreement of Merger is on file at 200 Industrial Park Road, St. Albans, VT 05478, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 200 Industrial Park Road, St. Albans, VT 05478.

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by an authorized officer effective on the 30th day of September, 2009.

By: 
Authorized Officer
Name: Joel Segal
(Print or Type)
Title: President

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