

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Liz Claiborne, Inc.		05/14/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Fifth & Pacific Companies, Inc.		
Street Address:	5901 West Side Highway		
City:	North Bergen		
State/Country:	NEW JERSEY		
Postal Code:	07047		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Registration Number:	3307331	@TRACT	
Serial Number:	85251452	A PORTFOLIO OF BRANDS	
Serial Number:	85330433	ALL 4 NONE	
Serial Number:	85330427	ALL 4 NONE	
Serial Number:	85330415	ALL FOR NONE	
Serial Number:	85330422	ALL FOR NONE	
Registration Number:	3426629	AXCESS	
Registration Number:	2993597	AXCESS	
Registration Number:	2998829	AXCESS	
Serial Number:	85195203	DRESSED TO GO	
Registration Number:	3994029	IT'S TIME TO TALK	
Registration Number:	3173260	LIVE IN COLOR	
Serial Number:	85195189	MAKE IT WORK	
Serial Number:	85238721	MAKE IT WORK	

Serial Number:	85238759	MAKE IT WORK
Registration Number:	2574554	MAMBO LIZ CLAIBORNE
Registration Number:	1392296	MARVELLA
Registration Number:	2980070	MARVELLA
Serial Number:	85347282	NO MORE
Registration Number:	3967263	OLIVIA STONE
Registration Number:	3951930	RUBY & MILA
Registration Number:	3951931	RUBY & MILA
Registration Number:	3009594	SPARK SEDUCTION
Registration Number:	3009666	SPARK SEDUCTION LIZ CLAIBORNE
Registration Number:	0828622	ST. AUMONT
Registration Number:	0357174	TRIFARI
Registration Number:	0508951	TRIFARI
Registration Number:	0612161	TRIFARI
Registration Number:	3690539	UNEXPECTED EXTRAS
Registration Number:	2274693	VILLAGER
Registration Number:	2390125	VILLAGER
Registration Number:	0763997	VILLAGER

**CORRESPONDENCE DATA**

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2012957831  
 Email: GElias@fnpc.com  
 Correspondent Name: Geri Lynn Elias  
 Address Line 1: 5901 West Side Highway  
 Address Line 2: Legal Dept.  
 Address Line 4: North Bergen, NEW JERSEY 07047

ATTORNEY DOCKET NUMBER:	FNPC
NAME OF SUBMITTER:	Geri Lynn Elias
Signature:	/Geri Lynn Elias/
Date:	06/04/2012

Total Attachments: 5

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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:

"DSRT HOLDING CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "LIZ CLAIBORNE, INC." UNDER THE NAME OF "FIFTH & PACIFIC COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF MAY, A.D. 2012, AT 10:58 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTEENTH DAY OF MAY, A.D. 2012, AT 5:01 O'CLOCK P.M.

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

0911577 8100M

120555145



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9569090

DATE: 05-14-12

TRADEMARK  
REEL: 004794 FRAME: 0333

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**DSRT HOLDING CORPORATION**

**INTO**

**LIZ CLAIBORNE, INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Dated as of May 14, 2012

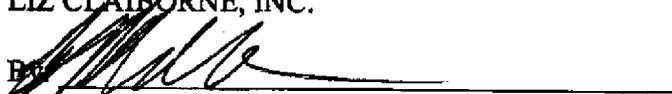
Liz Claiborne, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Parent"), DOES HEREBY CERTIFY THAT:

1. The Parent owns all of the issued and outstanding capital stock of DSRT Holding Corporation, a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Subsidiary").
2. The Subsidiary is hereby merged into the Parent, with the Parent being the surviving corporation (the "Merger").
3. The Merger was approved pursuant to resolutions of the Board of Directors of the Parent (the "Board"), attached hereto as Annex A, adopted by the Board on March 22, 2012.
4. The name of the Parent shall be amended upon the effectiveness of the Merger to be "Fifth & Pacific Companies, Inc."
5. The Merger shall be effective as of 5:01 p.m. on the date hereof following the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be signed as of the date first above written, by a duly authorized officer.

LIZ CLAIBORNE, INC.

By 

Name: Nicholas Rubino

Title: Senior Vice President, Chief Legal Officer,  
General Counsel & Corporate Secretary

[Signature Page to Certificate of Ownership and Merger]

TRADEMARK  
REEL: 004794 FRAME: 0335

Resolutions of the Board of Directors of Liz Claiborne, Inc.

WHEREAS, the Board of Directors (the "Board") of Liz Claiborne, Inc., a Delaware corporation (the "Company"), has determined that it is in the best interests of the Company to change the name of the Company to "Fifth & Pacific Companies, Inc." by merging its wholly-owned subsidiary, DSRT Holding Corporation, a Delaware corporation ("Merger Sub"), into the Company (the "Merger").

NOW, THEREFORE, BE IT:

**1. Corporate Name Change.**

RESOLVED, that, pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Merger Sub shall be merged with and into the Company, with the Company being the surviving corporation in the Merger (the "Surviving Company"); and be it further

RESOLVED, that, the Merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time") and shall have the effects set forth in Section 259 of the DGCL; and be it further

RESOLVED, that, pursuant to and at the Effective Time of the Merger, the name of the Surviving Company shall be changed to "Fifth & Pacific Companies, Inc." (the "Name Change") and the by-laws of the Company, as in effect immediately prior to the Effective Time, shall be amended to reflect such name change; and be it further

RESOLVED, that, at the Effective Time, the certificate of incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Company, except that all references therein to the Company shall be deemed amended to refer to the name of the Surviving Company, until thereafter amended as provided therein and in accordance with the DGCL; and be it further

RESOLVED, that, at the Effective Time, the by-laws of the Company, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Company, except that all references therein to the Company shall be deemed amended to refer to the name of the Surviving Company, until thereafter amended in accordance with the DGCL, the certificate of incorporation of the Surviving Company and such by-laws; and be it further

RESOLVED, that, the directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Company as of the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, or their earlier death, resignation or removal, in accordance with the certificate of incorporation of the Surviving Company, the by-laws of the Surviving Company and the DGCL; and be it further

RESOLVED, that, the officers of the Company immediately prior to the Effective Time shall be the officers of the Surviving Company as of the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, or their earlier death, resignation or removal, in accordance with the certificate of incorporation of the Surviving Company, the by-laws of the Surviving Company and the DGCL.

**2. Ticker Symbol Change.**

RESOLVED, that, upon the Name Change, the Company's ticker symbol on the New York Stock Exchange shall be changed to "FNP".

**3. General.**

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, in the name, and on behalf, of the Company, to execute and file or cause to be executed and filed such certificates, documents, instruments and agreements, and to perform any and all other acts that he or they may, in such officer's sole and absolute discretion, deem necessary or desirable to consummate the Merger; and be it further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, in the name, and on behalf, of the Company, to execute and deliver or cause to be executed and delivered any and all other agreements, amendments, certificates, reports, applications, notices, letters or other documents and to do or cause to be done any and all such other acts and things as, in the opinion of any such officer, upon the advice of counsel, may be necessary, appropriate or desirable in order to enable the Company to fully and promptly carry out the purposes and intent of the foregoing resolutions, and any such action taken or any agreement, amendment, certificate, report, application, notice, letter or other document executed and delivered by them or any of them in connection with any such action will be conclusive evidence of such authority to take, execute and deliver the same.