

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/14/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	DSRT Holding Corporation		05/14/2012
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Fifth & Pacific Companies, Inc.		
Street Address:	5901 West Side Highway		
Internal Address:	Legal Dept.		
City:	North Bergen		
State/Country:	NEW JERSEY		
Postal Code:	07047		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Serial Number:	85508114	FIFTH & PACIFIC C O M P A N I E S
	Serial Number:	85473513	FIFTH & PACIFIC COMPANIES
CORRESPONDENCE DATA			
Fax Number:	2012956118		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	201 295 7831		
Email:	cndukwe@fnpc.com		
Correspondent Name:	Geri Lynn Mankoff-Elias		
Address Line 1:	5901 West Side Highway		
Address Line 2:	Legal Dept.		
Address Line 4:	North Bergen, NEW JERSEY 07047		
ATTORNEY DOCKET NUMBER:	FIFTH & PAC ASSIGNMENT		

NAME OF SUBMITTER:	Geri Lynn Mankoff-Elias
Signature:	/Geri Lynn Mankoff-Elias/
Date:	01/30/2013
Total Attachments: 5 source=Merger into FNPC#page1.tif source=Merger into FNPC#page2.tif source=Merger into FNPC#page3.tif source=Merger into FNPC#page4.tif source=Merger into FNPC#page5.tif	

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.

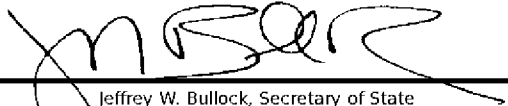
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.

0911577 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9569090

DATE: 05-14-12

TRADEMARK
REEL: 004952 FRAME: 0482

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: 004952 FRAME: 0484

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.