

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	12/31/2012														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>TMW Marketing Company, Inc.</td> <td></td> <td>12/18/2012</td> <td>CORPORATION: CALIFORNIA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	TMW Marketing Company, Inc.		12/18/2012	CORPORATION: CALIFORNIA				
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TMW Marketing Company, Inc.		12/18/2012	CORPORATION: CALIFORNIA												
RECEIVING PARTY DATA															
<table border="1"> <tr> <td>Name:</td> <td>THE MEN'S WEARHOUSE, INC.</td> </tr> <tr> <td>Street Address:</td> <td>6380 ROGERDALE ROAD</td> </tr> <tr> <td>City:</td> <td>Houston</td> </tr> <tr> <td>State/Country:</td> <td>TEXAS</td> </tr> <tr> <td>Postal Code:</td> <td>77072</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: TEXAS</td> </tr> </table>				Name:	THE MEN'S WEARHOUSE, INC.	Street Address:	6380 ROGERDALE ROAD	City:	Houston	State/Country:	TEXAS	Postal Code:	77072	Entity Type:	CORPORATION: TEXAS
Name:	THE MEN'S WEARHOUSE, INC.														
Street Address:	6380 ROGERDALE ROAD														
City:	Houston														
State/Country:	TEXAS														
Postal Code:	77072														
Entity Type:	CORPORATION: TEXAS														
PROPERTY NUMBERS Total: 1															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>2732778</td> <td>PRONTO-UOMO</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	2732778	PRONTO-UOMO						
Property Type	Number	Word Mark													
Registration Number:	2732778	PRONTO-UOMO													
CORRESPONDENCE DATA															
<p>Fax Number: 2123183400</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 212 318 3183</p> <p>Email: mmutterperl@fulbright.com, mrosenfeld@fulbright.com, nyipdocket@fulbright.com</p> <p>Correspondent Name: Mark N. Mutterperl</p> <p>Address Line 1: Fulbright & Jaworski LLP, 666 5th Ave.</p> <p>Address Line 4: New York, NEW YORK 10103</p>															
NAME OF SUBMITTER:	Mark N. Mutterperl														
Signature:	/Mark N. Mutterperl/														

Date:

06/11/2013

Total Attachments: 4

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Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

TMW Marketing Company, Inc.
Foreign For-Profit Corporation
California, USA
[Entity not of Record, Filing Number Not Available]

Into

THE MEN'S WEARHOUSE, INC.
Domestic For-Profit Corporation
[File Number: 34209900]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/18/2012

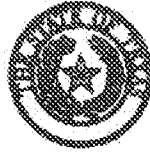
Effective: 12/31/2012 11:59 pm



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

Form 623
 (Revised 05/11)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
 Filing Fee: see instructions



This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas
 DEC 18 2012
 Corporations Section

**Parent-Subsidiary
 Certificate of Merger
 Business Organizations Code**

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

The Mar's Warehouse, Inc.
 Name of Organization

The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Texas USA The file number, if any, is 34209900
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

Subsidiary 1

TMW Marketing Company, Inc.
 Name of Organization

The organization is a for-profit corporation It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

California USA The file number, if any, is N/A
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

40650 Encyclopedia Circle Fremont CA USA
Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
100 shares	Common		100 shares	100%

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

Name of Organization
 The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is:

State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

Name of Organization

The organization is a: It is organized under the laws of:

Specify organizational form (e.g., for-profit corporation)

The file number, if any, is:

State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 12/17/2012

mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2		Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address		City	State Zip Code
Name of New Organization 3		Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address		City	State Zip

Effectiveness of Filing (Select either A, B, or C)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: December 31, 2012 at 11:59 p.m., Central time
- C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below: _____

Tax Certificate

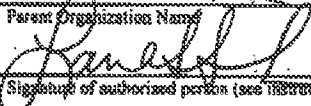
- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 12/18/2012

The Men's Wearhouse, Inc.
Parent Organization Name


Signature of authorized person (see instructions)

Laura Ann Smith
Printed or typed name of authorized person