

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/08/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bedford Fair Apparel, Inc.		10/21/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Arizona Mail Order Company, Inc.
Street Address:	138 Conant Street, 3rd Floor
Internal Address:	c/o Legal Department
City:	Beverly
State/Country:	MASSACHUSETTS
Postal Code:	01915
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	4406419	BEDFORD FAIR
Registration Number:	3013102	BEDFORD FAIR
Registration Number:	3062216	BEDFORD FAIR LIFESTYLES
Registration Number:	4327930	BEDFORD FAIR LIFESTYLES
Registration Number:	2991988	BFA CLASSICS
Registration Number:	3273859	BFA CLASSICS
Registration Number:	3019960	CLOTHES THAT DO MORE FOR LESS
Registration Number:	3274113	WILLOW RIDGE
Registration Number:	3193041	WILLOW RIDGE

CORRESPONDENCE DATA

Fax Number: 4159831200

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

TRADEMARK

900282479

REEL: 005233 FRAME: 0507

CH \$240.00 4406419

via US Mail.

Phone: 415-983-1802
Email: sftrademarks@pillsburylaw.com
Correspondent Name: Richard L. Kirkpatrick
Address Line 1: P.O. Box 2824
Address Line 2: Calendar/Docketing Department
Address Line 4: San Francisco, CALIFORNIA 94126-2824

NAME OF SUBMITTER:	Richard L. Kirkpatrick
Signature:	/Richard L. Kirkpatrick/
Date:	03/07/2014

Total Attachments: 6

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Delaware

PAGE 1

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:

"BEDFORD FAIR APPAREL, INC.", A DELAWARE CORPORATION,

"LM&B CATALOG, INC.", A DELAWARE CORPORATION,

"MONTEREY BAY CLOTHING COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ARIZONA MAIL ORDER COMPANY, INC." UNDER THE NAME OF "ARIZONA MAIL ORDER COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 2013, AT 4:38 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE EIGHTH DAY OF NOVEMBER, A.D. 2013, AT 12:01 O'CLOCK P.M.

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

2929611 8100M

131273835




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0876416

DATE: 11-07-13

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

TRADEMARK
REEL: 005233 FRAME: 0509

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BEDFORD FAIR APPAREL, INC.,
a Delaware corporation

LM&B CATALOG, INC.,
a Delaware corporation,

and

MONTEREY BAY CLOTHING COMPANY, INC.
a Delaware corporation,

WITH AND INTO

ARIZONA MAIL ORDER COMPANY, INC.,
a Delaware corporation

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

Arizona Mail Order Company, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of Bedford Fair Apparel, Inc., a Delaware corporation ("BFAI"), LM&B Catalog, Inc., a Delaware corporation ("LM&B"), and Monterey Bay Clothing Company, Inc., a Delaware corporation ("MBCCI" and together with BFAI and LM&B, the "Merged Entities"), with and into the Corporation, with the Corporation remaining as the surviving corporation under the name Arizona Mail Order Company, Inc.:

FIRST. The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Merged Entities are incorporated pursuant to the DGCL.

SECOND. The Corporation owns all of the outstanding shares of capital stock of each of the Merged Entities.

THIRD. Attached hereto as Exhibit A is a true and complete copy of the resolutions adopted by the Board of Directors of the Corporation approving the Merger. Such resolutions were duly adopted by written consent of the Board of Directors of the Corporation in accordance with Sections 141(f) and 253(a) of the DGCL on October 21, 2013.

FOURTH. The Corporation shall be the surviving corporation of the Merger.

FIFTH. The Amended and Restated Certificate of Incorporation of the Corporation as in effect immediately prior to the Effective Time (defined below) shall remain the certificate of incorporation of the Corporation.

SIXTH. The Merger will be effective as of 12:01 p.m., Eastern Daylight Time, on November 8, 2013 (the "Effective Time").

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Arizona Mail Order Company, Inc. has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on the date indicated below.

Dated: October 21, 2013

ARIZONA MAIL ORDER COMPANY, INC.

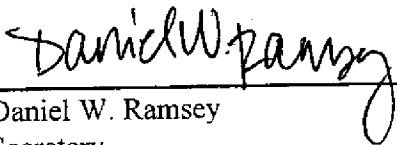
By: 
Daniel W. Ramsey
Secretary

Exhibit A

**Resolutions of the Board of Directors of
Arizona Mail Order Company, Inc.**

WHEREAS, the Corporation owns all of the outstanding capital stock of Bedford Fair Apparel, Inc., a Delaware corporation ("BFAI"), LM&B Catalog, Inc., a Delaware corporation ("LM&B"), and Monterey Bay Clothing Company, Inc., a Delaware corporation ("MBCCP" and together with BFAI and LM&B, the "Merged Entities"); and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that the Merged Entities be merged with and into the Corporation pursuant to Section 253(a) of the DGCL.

NOW, THEREFORE, BE IT RESOLVED, that the Merged Entities be merged with and into the Corporation (the "Merger"); and

FURTHER RESOLVED, the Merger shall be effective as of 12:01 p.m., Eastern Daylight Time, on November 8, 2013 (the "Effective Time"); and

FURTHER RESOLVED, that by virtue of the Merger and effective at the Effective Time, each issued and outstanding share of the Corporation's common stock shall not be converted in any manner, but each such share that is issued as of the Effective Time shall continue to represent one issued and outstanding share of the Corporation's common stock, held by the sole stockholder of the Corporation; and

FURTHER RESOLVED, that by virtue of the Merger and effective at the Effective Time, each issued and outstanding share of the Merged Entities' common stock shall be cancelled, and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that any of the Chief Executive Officer and President, the Chief Operating Officer, the Chief Financial Officer and Treasurer or the Secretary of the Corporation (each, an "Authorized Officer") is hereby authorized and empowered to prepare, or cause to be prepared, execute, acknowledge, deliver and file, or cause to be filed, all certificates, forms, schedules, exhibits and all such other documents, instruments, assignments, deeds of assignment, notices of transfer, powers of attorney and agreements, and any and all amendments thereto, and to do all such other acts and things as such officer may deem necessary or appropriate to effect the Merger; and

FURTHER RESOLVED, that the Corporation hereby adopts, approves, ratifies and confirms all contracts and agreements, including any and all amendments thereto, entered into and all other actions taken or performed by any director, officer, representative or agent of the Corporation in the name of or on behalf of the Corporation in connection with the foregoing resolutions are hereby; and

FURTHER RESOLVED, that at any time prior to the Effective Time, these resolutions may be amended or rescinded, in either case, by action of the Board of Directors of the Corporation.