

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
Arizona Mail Order Company, Inc.		10/22/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Blair LLC
Street Address:	138 Conant Street, 3rd Floor
Internal Address:	c/o Legal Department
City:	Beverly
State/Country:	MASSACHUSETTS
Postal Code:	01915
Entity Type:	LIMITED LIABILITY COMPANY: 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

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: 4

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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 MERGER, WHICH MERGES:

"ARIZONA MAIL ORDER COMPANY, INC.", A DELAWARE CORPORATION,
"BLAIR CREDIT SERVICES CORPORATION", A DELAWARE CORPORATION,
"BLAIR FACTORING COMPANY", A DELAWARE CORPORATION,
"BLAIR HOLDINGS, INC.", A DELAWARE CORPORATION,
"BLAIR PAYROLL, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "BLAIR LLC" UNDER THE NAME OF "BLAIR LLC", A LIMITED LIABILITY COMPANY 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 5:23 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF NOVEMBER, A.D. 2013, AT 12:02 O'CLOCK P.M.

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

0174618 8100M

131273907




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0878981

DATE: 11-07-13

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

TRADEMARK
REEL: 005233 FRAME: 0517

CERTIFICATE OF MERGER

MERGING

**BLAIR FACTORING COMPANY, a Delaware corporation,
BLAIR CREDIT SERVICES CORPORATION, a Delaware corporation,
ARIZONA MAIL ORDER COMPANY, INC., a Delaware corporation,
BLAIR HOLDINGS, INC., a Delaware corporation, and
BLAIR PAYROLL, LLC, a Delaware limited liability company**

WITH AND INTO

BLAIR LLC, a Delaware limited liability company

**(Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware and
Section 18-209 of the Delaware Limited Liability Company Act)**

Blair LLC hereby certifies as follows:

FIRST. The name and state of domicile of each constituent entity to the Merger (defined below) is as follows:

- (a) Blair LLC, a Delaware limited liability company (the "Surviving Company"); and
- (b)
 - (1) Blair Factoring Company, a Delaware corporation ("BFC"),
 - (2) Blair Credit Services Corporation, a Delaware corporation ("BCSC"),
 - (3) Arizona Mail Order Company, Inc., a Delaware corporation ("AMO"),
 - (4) Blair Holdings, Inc., a Delaware corporation ("BHI"), and
 - (5) Blair Payroll, LLC, a Delaware limited liability company ("Payroll LLC", and together with BFC, AMO, BCSC and BHI, the "Merged Entities").

SECOND. An Agreement and Plan of Merger (the "Merger Agreement"), effective as of the Effective Time (defined below), among the Surviving Company and the Merged Entities merging the Merged Entities with and into the Surviving Company, with the Surviving Company remaining as the surviving limited liability company (the "Merger"), has been approved and adopted by (a) the boards of directors of each of BFC, AMO, BCSC and BHI pursuant to Section 141(f) and 264(c) of the Delaware General Corporation Law ("DGCL"), (b) the sole stockholder of each of BFC, AMO, BCSC and BHI in accordance with Sections 228(a) and 264(c) of the DGCL, and (c) the sole members of each of Payroll LLC and the Surviving Company in accordance with Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA"), and the Merger Agreement has been executed and acknowledged by each of the Surviving Company and the Merged Entities in accordance with the DGCL and the DLLCA.

THIRD. The name of the Surviving Company shall remain Blair LLC.

FOURTH. The Certificate of Formation of the Surviving Company as in effect immediately prior to the Effective Time (defined below) shall remain the Certificate of Formation of the Surviving Company.

FIFTH. The executed Merger Agreement is on file at the office of the Surviving Company at c/o Orchard Brands Corporation, 138 Conant Street, 3rd Floor, Beverly, Massachusetts 01915.

SIXTH. A copy of the Merger Agreement will be furnished by the Surviving Company on request and without cost to the sole stockholders and sole member, as applicable, of the Merged Entities.

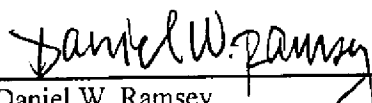
SEVENTH. The Merger will be effective as of 12:02 p.m., Eastern Daylight Time, on November 8, 2013 (the "Effective Time").

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its respective duly authorized officer on the date indicated below.

Dated: October 22, 2013

BLAIR LLC

By: 
Daniel W. Ramsey
Secretary