

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM312609

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	07/09/2014

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Tommie Copper Inc.		07/09/2014	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Tommie Copper Holdings, Inc.
<b>Street Address:</b>	74 S. Moger Ave.
<b>City:</b>	Mt. Kisco
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10549
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 25**

Property Type	Number	Word Mark
Serial Number:	86076605	COLD COPPER
Serial Number:	86163678	COOL COPPER
Serial Number:	86076623	COPPER COOL
Serial Number:	86076633	COPPER COTTON
Serial Number:	86048703	COPPER CULTURE
Serial Number:	86076641	COPPER DRY
Serial Number:	86076647	COPPER FLEX
Serial Number:	86096992	COPPER GEAR
Serial Number:	86096999	COPPER HOME
Serial Number:	86097010	COPPER KARMA
Serial Number:	86097016	COPPER LIFE
Serial Number:	86142127	COPPER ZENERGY
Registration Number:	4241090	CU29
Registration Number:	4084474	CU29 TOMMIE COPPER
Registration Number:	4228550	CU29 TOMMIE COPPER
Serial Number:	86094230	
Serial Number:	86076654	HOT COPPER
Serial Number:	86180331	INNERGYWEAR
Serial Number:	86044074	PRO+IONIC

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86045228	RECHARGE YOUR BODY + SOUL
Serial Number:	85850207	TCCC TOMMIE COPPER COMPRESSION
Registration Number:	4236726	TOMMIE COPPER
Serial Number:	86180339	TOMMIE COPPER ENERGY
Serial Number:	86046513	TOMMIE COPPER WEAR
Serial Number:	86142134	ZENERGY

**CORRESPONDENCE DATA**

Fax Number: 2033271096

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

Phone: 203-324-6155

Email: abryce@ssjr.com

Correspondent Name: Andy I. Corea

Address Line 1: 986 Bedford Street

Address Line 4: Stamford, CONNECTICUT 06905

**ATTORNEY DOCKET NUMBER:** 05715-G0000

**NAME OF SUBMITTER:** Andy I. Corea

**SIGNATURE:** /Andy I. Corea/

**DATE SIGNED:** 07/31/2014

**Total Attachments: 3**

source=Merger to Tommie Copper Holdings, Inc#page1.tif

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source=Merger to Tommie Copper Holdings, Inc#page3.tif

# 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:

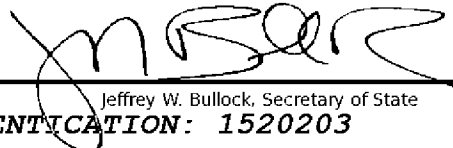
"TOMMIE COPPER INC.", A NEW YORK CORPORATION,  
WITH AND INTO "TOMMIE COPPER HOLDINGS, INC." UNDER THE NAME OF "TOMMIE COPPER HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JULY, A.D. 2014, AT 2:28 O'CLOCK P.M.

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

5555260 8100M

140934023



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1520203

DATE: 07-09-14

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

TRADEMARK  
REEL: 005334 FRAME: 0549

### State of Delaware Certificate of Merger

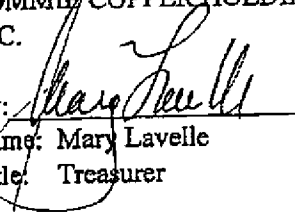
Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporations have executed the following Certificate of Merger.

1. The name of each constituent corporation is Tommie Copper Holdings, Inc., a Delaware corporation ("Holdco") and Tommie Copper Inc., a New York corporation.
2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
3. The name of the surviving corporation is Tommie Copper Holdings, Inc., a Delaware corporation.
4. The Certificate of Incorporation of Holdco, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The merger is to become effective on July 9, 2014.
6. The Agreement and Plan of Merger is on file at 74 S. Moger Ave., Mt Kisco, NY 10549, the place of business of the surviving corporation.
7. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.
8. The authorized stock and par value of the non-Delaware corporation is (i) 17,000,000 shares of Common Stock, par value \$0.01 per share, (ii) 1,000,000 shares of Class B Common Stock, par value \$0.01 per share, (iii) 340,074 shares of Series A Preferred Stock, par value \$0.01 per share, and (iv) 2,659,926 shares of Series A-1 Preferred Stock, par value \$0.01 per.

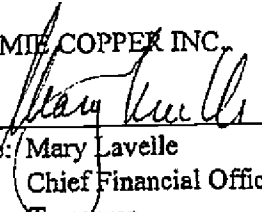
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:28 PM 07/09/2014  
FILED 02:28 PM 07/09/2014  
SRV 140934023 - 5555260 FILE

IN WITNESS WHEREOF, each constituent corporation has caused this certificate to be signed by an authorized officer, the 9 of July, 2014.

TOMMIE COPPER HOLDINGS,  
INC.

By:   
Name: Mary Lavelle  
Title: Treasurer

TOMMIE COPPER INC.

By:   
Name: Mary Lavelle  
Title: Chief Financial Officer and  
Treasurer

[Signature Page to Merger Certificate (DE)]