

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM333158

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Execution Date erroneously stated on the Cover Sheet previously recorded on Reel 005176 Frame 0659. Assignor(s) hereby confirms the Merger.

## CONVEYING PARTY DATA

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

## RECEIVING PARTY DATA

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

## PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	0802301	WILROY
Registration Number:	0925944	WILROY
Registration Number:	1554789	LEW MAGRAM
Registration Number:	3273859	BFA CLASSICS
Registration Number:	3274113	WILLOW RIDGE
Registration Number:	3062216	BEDFORD FAIR LIFESTYLES
Registration Number:	3013102	BEDFORD FAIR
Registration Number:	2991988	BFA CLASSICS
Registration Number:	3243509	FOR ALL YOU ARE
Registration Number:	3019960	CLOTHES THAT DO MORE FOR LESS
Registration Number:	3193041	WILLOW RIDGE
Registration Number:	4327930	BEDFORD FAIR LIFESTYLES
Registration Number:	4406419	BEDFORD FAIR

## CORRESPONDENCE DATA

Fax Number: 4159831200

TRADEMARK

REEL: 005465 FRAME: 0562

900316748

CH \$340.00 0802301

**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:** 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

<b>ATTORNEY DOCKET NUMBER:</b>	035062-0420719
--------------------------------	----------------

<b>NAME OF SUBMITTER:</b>	Richard L. Kirkpatrick
---------------------------	------------------------

<b>SIGNATURE:</b>	/Richard L. Kirkpatrick/
-------------------	--------------------------

<b>DATE SIGNED:</b>	02/24/2015
---------------------	------------

**Total Attachments: 8**

source=assignment-tm-5176-0659#page1.tif  
source=assignment-tm-5176-0659#page2.tif  
source=assignment-tm-5176-0659#page3.tif  
source=assignment-tm-5176-0659#page4.tif  
source=assignment-tm-5176-0659#page5.tif  
source=assignment-tm-5176-0659#page6.tif  
source=assignment-tm-5176-0659#page7.tif  
source=assignment-tm-5176-0659#page8.tif

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bedford Fair Apparel, Inc.		11/05/2013	CORPORATION: DELAWARE
LM&B Catalog, Inc.		11/05/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Arizona Mail Order Company, Inc.
<b>Street Address:</b>	3740 E. 34th St.
<b>City:</b>	Tucson
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85713
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	85844105	BEDFORD FAIR
Serial Number:	85720906	BEDFORD FAIR LIFESTYLES
Serial Number:	78811142	WILLOW RIDGE
Serial Number:	78382765	BEDFORD FAIR LIFESTYLES
Serial Number:	78400389	CLOTHES THAT DO MORE FOR LESS
Serial Number:	78382774	BFA CLASSICS
Serial Number:	78382773	BEDFORD FAIR
Serial Number:	78382778	FOR ALL YOU ARE
Serial Number:	77081811	WILLOW RIDGE
Serial Number:	77022411	BFA CLASSICS
Serial Number:	73731687	LEW MAGRAM
Serial Number:	72389088	WILROY

OP \$340.00 85844105

Serial Number:

72206793

WILROY

**CORRESPONDENCE DATA**

Fax Number:

3123322196

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

Phone:

312.863.7266

Email:

justin.debruyne@goldbergkohn.com

Correspondent Name:

Justin DeBruyne

Address Line 1:

c/o Goldberg Kohn, 55 E. Monroe St.

Address Line 2:

Suite 3300

Address Line 4:

Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:

7129.006

NAME OF SUBMITTER:

Justin DeBruyne

Signature:

/justin debruyne/

Date:

12/18/2013

**Total Attachments: 6**

source=Evidence of Merger Filing (DE) - Bedford Fair Apparel into AMO (11-8-13)#page1.tif

source=Evidence of Merger Filing (DE) - Bedford Fair Apparel into AMO (11-8-13)#page2.tif

source=Evidence of Merger Filing (DE) - Bedford Fair Apparel into AMO (11-8-13)#page3.tif

source=Evidence of Merger Filing (DE) - Bedford Fair Apparel into AMO (11-8-13)#page4.tif

source=Evidence of Merger Filing (DE) - Bedford Fair Apparel into AMO (11-8-13)#page5.tif

source=Evidence of Merger Filing (DE) - Bedford Fair Apparel into AMO (11-8-13)#page6.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 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](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005466 FRAME: 0666

**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.

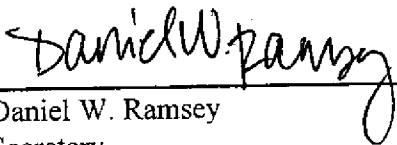
SIXTH. The Merger will be effective as of 12:01 p.m., Eastern Daylight Time, on November 8, 2013 (the "Effective Time").

[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.