



To the Honorable Commissioner of Pat

101618532

original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
Kingsize Catalog Sales, L.P.
having its principal office at
2300 Southeastern Avenue
Indianapolis, Indiana 46206

2-6-01

address of receiving party(ies):
Brylane, L.P.
a Delaware Limited Partnership
located and doing business at
463 Seventh Avenue
New York, New York 10018

- Individual
- General Partnership
- Corporation
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of name

Execution Date: July 5, 1996

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership - Delaware
- Corporation
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
signation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)

931,531 977,344

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Frank J. Colucci, Esq.
Internal Address: Colucci & Umans
Manhattan Tower
Street Address: 101 East 52nd Street
City: New York State: New York ZIP: 10022

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account.

8. Deposit account number:
20-0050

(Attach duplicate copy of this page if paying by deposit account)

02/20/2001 BYRME 00000156 931531

01 FC:481
02 FC:482

40.00 OP
25.00 OP

DO NOT USE THIS SPACE

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Frank J. Colucci
Name of Person Signing

Frank J. Colucci
Signature

January 29, 2001
Date

Total number of pages including cover sheet:

OMB No. 0651-0011

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

State of Delaware

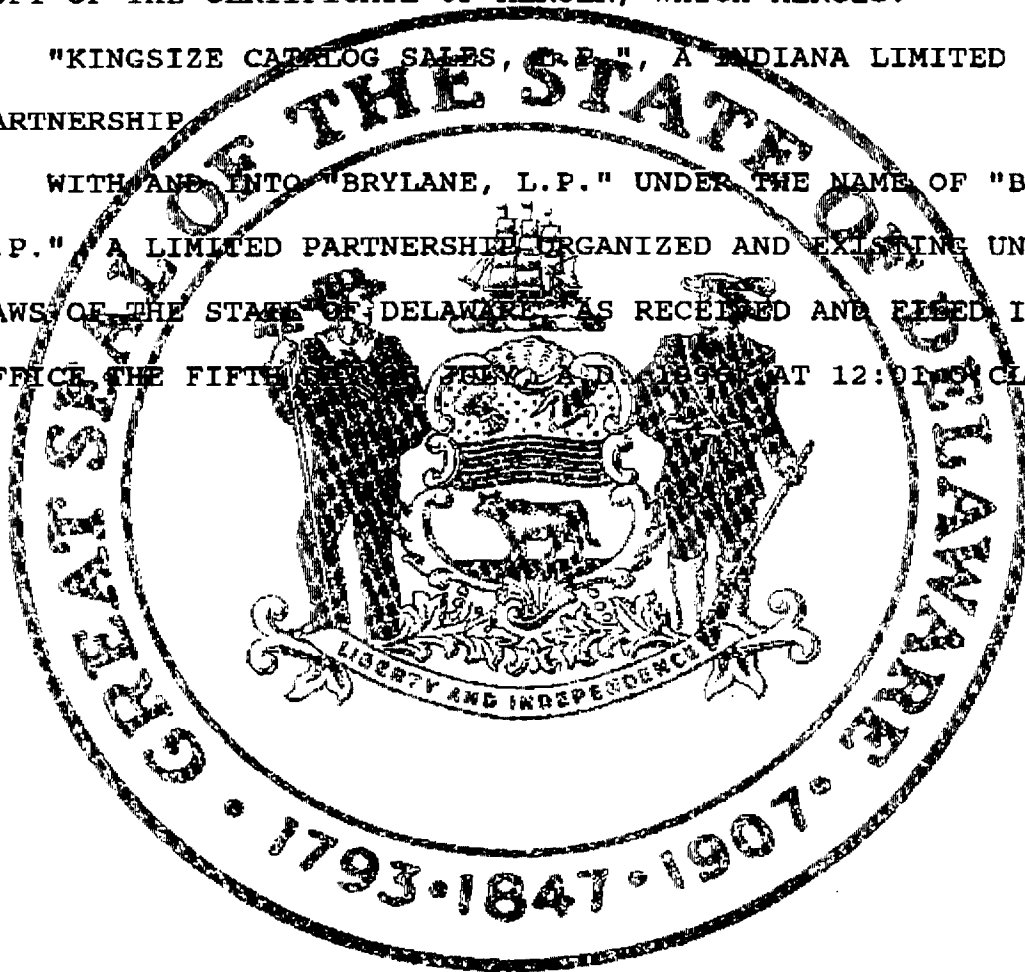
PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"KINGSIZE CATALOG SALES, L.P.", A INDIANA LIMITED PARTNERSHIP

WITH AND INTO "BRYLANE, L.P." UNDER THE NAME OF "BRYLANE, L.P." A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEEN DAY OF FEBRUARY 1996 AT 12:01 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8019310

DATE:

07-09-96

2349027 8100M

960197472

TRADEMARK
REEL: 002238 FRAME: 0104

**CERTIFICATE OF MERGER
 MERGING
 KINGSIZE CATALOG SALES, L.P.
 INTO
 BRYLANE, L.P.**

The undersigned limited partnership does hereby certify:

FIRST: That the name and state of domicile of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF DOMICILE</u>
KingSize Catalog Sales, L.P.	Indiana
Brylane, L.P.	Delaware

SECOND: That Brylane, L.P. owns, directly or indirectly, 100% of the general and limited partnership interests in KingSize Catalog Sales, L.P.

THIRD: That the Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act and Section 23-16-3-12 of the Indiana Revised Uniform Limited Partnership Act.

FOURTH: That the name of the surviving entity of the merger is
BRYLANE, L.P.

FIFTH: That the effective date of the merger shall be July 6, 1996.


SIXTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving entity, Brylane, L.P. The address of said principal place of business is 2300 Southeastern Avenue, Indianapolis, Indiana 46206.

SEVENTH: That a copy of the Agreement of Merger will be furnished on request and without cost to any partner of any constituent limited partnership.

Dated: July 5, 1996

BRYLANE, L.P.,
a Delaware limited partnership

By: VGP Corporation,
a Delaware corporation
Its: General Partner

By: 
Mark J. Doran,
Vice President, Treasurer and
Secretary

110735.2

**CERTIFICATE
TO BE ATTACHED TO
CERTIFICATE OF CANCELLATION**

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

This Certificate is being duly executed and filed by Brylane, L.P, a Delaware limited partnership, pursuant to Section 23-16-3-12(c) of the Indiana Revised Uniform Limited Partnership Act. The undersigned limited partnership does hereby certify:

FIRST: That pursuant to that certain Agreement of Merger by and between Brylane, L.P. and KingSize Catalog Sales, L.P., an Indiana limited partnership, dated as of June 26, 1996, KingSize Catalog Sales, L.P. shall merge with and into Brylane, L.P., with Brylane, L.P. being the surviving entity of such merger.

RECEIVED BY
CORPORATION DIV.
JAN 23 1996
10:50 AM
STATE OF INDIANA

SECOND: That the name of the surviving entity of the merger is **BRYLANE, L.P.**

THIRD: That concurrently herewith, KingSize Catalog Sales, L.P. is filing a Certificate of Cancellation with the Indiana Secretary of State, pursuant to Section 23-16-3-12(b) of the Indiana Revised Uniform Limited Partnership Act.

FOURTH: That Brylane, L.P. agrees to be served with process in Indiana in any action for the enforcement of any obligation of KingSize Catalog Sales, L.P.

FIFTH: That Brylane, L.P. consents to the Secretary of State as agent for service of process.

SIXTH: That the address to which the Secretary of State may mail such process is Brylane, L.P., 2300 Southeastern Avenue, Indianapolis, Indiana 46206, Attn: President.

Dated: June 28, 1996

BRYLANE, L.P.

By: 
Robert A. Pulciani,
Authorized Representative

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**CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
KINGSIZE CATALOG SALES, L.P.**

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

This Certificate of Cancellation of KingSize Catalog Sales, L.P., an Indiana limited partnership, is being duly executed and filed by KingSize Catalog Sales, L.P. pursuant to Section 23-16-3-12(b) of the Indiana Revised Uniform Limited Partnership Act. The undersigned limited partnership does hereby certify:

FIRST: That the name and state of domicile of the limited partnership to be cancelled is as follows:

<u>NAME</u>	<u>STATE OF DOMICILE</u>
KingSize Catalog Sales, L.P.	Indiana

SECOND: That the filing date of the original Certificate of Limited Partnership of KingSize Catalog Sales, L.P. was October 13, 1995.

THIRD: That the reason for filing this Certificate of Cancellation is that pursuant to that certain Agreement of Merger by and between Brylane, L.P., a Delaware limited partnership, and KingSize Catalog Sales, L.P., dated as of June 26, 1996, KingSize Catalog Sales, L.P. shall merge with and into Brylane, L.P., with Brylane, L.P. being the surviving entity of such merger.

FOURTH: That the effective date of this Certificate of Cancellation shall be July 6, 1996.

Dated: June 28, 1996

KINGSIZE CATALOG SALES, L.P.

By: KingSize Catalog Sales, Inc.,
a Delaware corporation
Its: General Partner

By: Robert A. Pulciani
Robert A. Pulciani,
Executive Vice President,
Chief Financial Officer,
Secretary and Treasurer


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STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
four page document(s)
as filed in this office.

DATED July 06 19 96
Ann Anne Hilary
Secretary of State

BY James Coonfield
This Certification Stamp replaces our previous Certification System.



The seal of the State of Indiana is circular, featuring a central figure of a Native American man holding a bow and arrow. The text 'SEAL OF THE STATE OF INDIANA' is written around the top inner edge, and '1816' is at the bottom. The words 'INDIANA' and '1816' are also written vertically on the left and right sides respectively.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the limited partnership records and the proper official to execute this certificate.

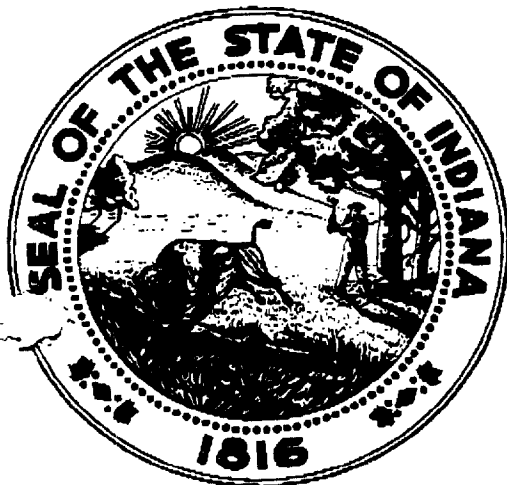
I further certify that records of this office disclose that

KINGSIZE CATALOG SALES, L.P.

filed a Certificate of Limited Partnership on October 13, 1995, and is a limited partnership duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify that this limited partnership was in existence on October 16, 1995, and has not filed a Certificate of Cancellation. The Certificate of Limited Partnership specifies that the limited partnership's period of duration shall expire January 01, 2025.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirteenth day of October, 1995.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KINGSIZE CATALOG SALES, L.P.**

This Certificate of Limited Partnership of KingSize Catalog Sales, L.P. (the "Partnership"), dated October 12, 1995, is being duly executed and filed by KingSize Catalog Sales, Inc., a Delaware corporation, as general partner, to form a limited partnership under the Revised Uniform Limited Partnership Act, as adopted by the State of Indiana.

1. Name. The name of the limited partnership formed hereby is KingSize Catalog Sales, L.P.

2. Principal Place of Business. The address of the registered office of the Partnership in the State of Indiana is Corporation Trust Center, 1 North Capitol Avenue, Indianapolis, Indiana 46204.

3. Name and Address of Registered Agent. The name and address of the registered agent for service of process on the Partnership in the State of Indiana is The Corporation Trust Company, Corporation Trust Center, 1 North Capitol Avenue, Indianapolis, Indiana 46204.

4. General Partner. The name and the business address of the sole general partner of the Partnership is:

KingSize Catalog Sales, Inc.
c/o Freeman Spogli & Co. Incorporated
11100 Santa Monica Boulevard
Suite 1900
Los Angeles, California 90025

5. Latest Date of Partnership Dissolution. The latest date the Partnership shall dissolve is January 1, 2025.

6. Effective Time. This Certificate of Limited Partnership shall be effective on October 16, 1995, at 9 o'clock a.m.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first above written.

KingSize Catalog Sales, Inc.,
a Delaware corporation

By: John M. Roth
John M. Roth, President

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