



To the Honorable Commissioner of I

original documents or copy hereof.

1. Name of conveying party(ies):  
**TMW Licensing I, Inc.**  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State      California  
 Other \_\_\_\_\_

11. Y-U &  
 102300307

Address of receiving party(ies):  
 Name: **TMW Marketing Company, Inc.**  
 Address: **40650 Encyclopedia Circle**  
**Fremont, CA 94538-2453**  
 \_\_\_\_\_  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State      California  
 Other \_\_\_\_\_

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

Additional name(s) of conveying party(ies)  
 Attached       Yes       No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_  
 Execution Date: October 8, 2002

A. Trademark Application No.(s)      B. Trademark Registration No.(s).  
2,221,170 (V.I.P. CORPORATE PROGRAM)  
 Additional Numbers attached?  Yes       No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Mark N. Mutterperl  
 Internal Address: Fulbright & Jaworski L.L.P.  
 Street Address: 666 Fifth Avenue  
 City: New York      State: NY      Zip: 10103

6. Total number of applications and registration involved: ..... 23

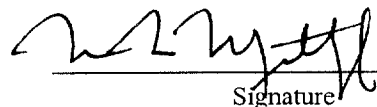
7. Total fee (37 CFR 3.41)      \$ 590.00  
 Enclosed  
 Authorized to be charged to deposit account  
 (Only if total fee is not sufficient)

12/03/2002 GT0N11      00000111      2221170  
 01 FC:0521      40.00 OP  
 02 FC:0522      550.00 OP

8. Deposit account number:  
 [NUMBER] 50.0624 Order No.: 09904055  
 (Attach duplicate copy of this page if paying by deposit account)

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.

Mark N. Mutterperl            November 7, 2002  
 Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: 2

THE MEN'S WEARHOUSE

<u>MARK</u>	<u>REGISTRATION NUMBER</u>
YOU'RE GOING TO LIKE THE WAY YOU LOOK	2,287,625
CRICKETEER	1,511,073
VABENE	1,898,160
BARACUTA	1,512,835
JOSEPH & FEISS	840,537
CRICKET CLUB	1,378,155
BARACUTA	2,563,949
JOSEPH & FEISS	1,537,450
SUITS UNIVERSITY & DESIGN	2,279,745
SUITS UNIVERSITY	2,201,032
GW GENTLEMEN'S WEAR-HOUSE	1,369,166
I GUARANTEE IT!	2,121,497
THE MEN'S WEARHOUSE	1,521,918
THE MEN'S WEARHOUSE	1,672,903
VERSINI	2,167,997
COMMON THREADS	2,493,230
SUITS UNIVERSITY & DESIGN	2,208,114
MBA	1,839,359
THE MEN'S WEARHOUSE	2,374,245
BARACUTA	1,148,995
BARACUTA	2,235,127
BARACUTA	1,646,493



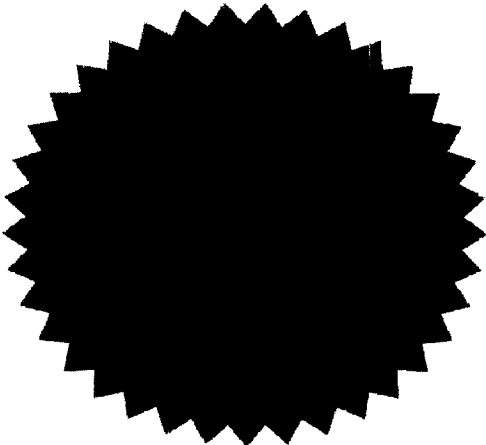
**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 24 2002



*Bill Jones*

Secretary of State

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**CERTIFICATE OF OWNERSHIP**

OCT 16 2002

**MERGING**

BILL JONES, Secretary of State

**TMW LICENSING I, INC.**

**a California corporation**

**INTO**

**TMW MARKETING COMPANY, INC.**

**a California corporation**

**(Pursuant to Section 1110 of the California Corporations Code)**

Eric J. Lane and Kathleen A. Miller, President and Assistant Secretary, respectively, of TMW Marketing Company, Inc., a corporation duly organized and existing under and by virtue of the California Corporations Code, do hereby certify:

**FIRST:** That TMW Marketing Company, Inc. ("TMW Marketing") and TMW Licensing I, Inc. ("Licensing I") are corporations duly organized and existing under and by virtue of the California Corporations Code.

**SECOND:** That TMW Marketing owns all of the outstanding shares of the capital stock of Licensing I, consisting of 100 common shares.

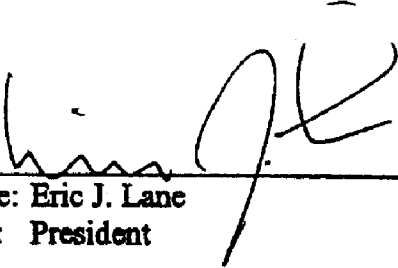
**THIRD:** That the board of directors of TMW Marketing adopted the following resolutions by unanimous written consent on October 8, 2002, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

"RESOLVED, that TMW Licensing I, Inc., a California corporation ("Licensing I"), which is a wholly-owned subsidiary of TMW Marketing Company, Inc., a California corporation ("TMW Marketing"), merge with and into TMW Marketing pursuant to Section 1110 of the California Corporations Code, and that TMW Marketing assume all of the obligations of Licensing I; and

RESOLVED, that the proper officers of TMW Marketing are hereby authorized and empowered to file the necessary documents with the Secretary of State of the State of California, to incur the necessary expenses therefor and to take, or cause to be taken, all such further action and to execute and deliver or cause to be executed and delivered, in the name of and on behalf of TMW Marketing, all such further instruments and documents as any such officer may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interests of TMW Marketing (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be, by or under the direction of any such officer)."

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated October 8, 2002

By:   
Name: Eric J. Lane  
Title: President

By: \_\_\_\_\_  
Name: Kathleen A. Miller  
Title: Assistant Secretary

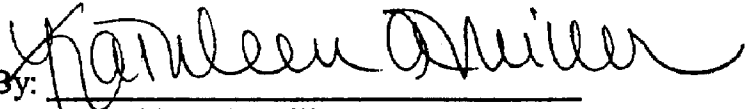
The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated October 11, 2002

By: \_\_\_\_\_

Name: Eric J. Lane

Title: President

By:  \_\_\_\_\_

Name: Kathleen A. Miller

Title: Assistant Secretary

