

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

Dan's Competition, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) DE

Execution Date(s) 12/31/02

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

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

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Dan's Competition, LLC

Internal

Address: clo Alloy Inc.

Street Address: 151 W. 26th St. 11th Fl

City: NY

State: NY

Country: US Zip: 10001

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other LLC Citizenship DE

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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Additional sheet(s) attached?  Yes  No

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

Name: Gina DiGirola

Internal Address: clo Alloy Inc.

Street Address: 151 W. 26th St. 11th Fl

City: NY

State: NY Zip: 10001

Phone Number: 212-244-4307

Fax Number: 212-244-4311

Email Address: gdirola@alloy.com

**6. Total number of applications and registrations involved:**

5

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00**

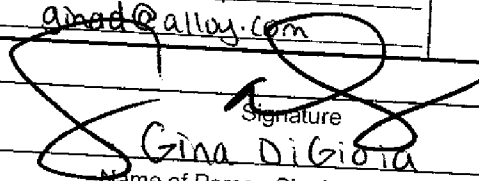
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**9. Signature:**

  
Signature  
Name of Person Signing

11/30/2004

Date

Total number of pages including cover sheet, attachments, and document: 10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$140.00 2176911

## Continuation of Item 4:

Trademark Registration number for transfer from Dan's Competition, Inc. to Dan's Competition, LLC

TRADEMARK	REGISTRATION NUMBER	CLASS
DAN'S	2,176,911	35, 12
DAN'S COMP	2607447	35
DAN'S COMPETITION	2,176,580	12, 35
DANS-COMP	2609458	35
POVERTY	2,268,952	12

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/01/2001  
010486586 - 3419671

CERTIFICATE OF MERGER

OF DAN'S COMPETITION, INC.  
(an Indiana corporation)

WITH AND INTO

ALLOY ACQUISITION SUB, INC.  
(a Delaware corporation)

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Dan's Competition, Inc.	Indiana
Alloy Acquisition Sub, Inc.	Delaware

SECOND: That an Agreement and Plan of Reorganization (the "Merger Agreement") dated as of September 28, 2001 between Dan's Competition, Inc., an Indiana corporation ("Dan's") and Alloy Acquisition Sub, Inc., a Delaware corporation ("Alloy") setting forth the terms and conditions of the merger of Dan's with and into Alloy (the "Merger"), has been approved, adopted certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Dan's in accordance with the laws of the state of its incorporation and by Alloy in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Alloy Acquisition Sub, Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of Alloy Acquisition Sub, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the Surviving Corporation as amended and restated below, unless altered, amended or repealed as provided in the General Corporation Law of the State of Delaware. Article FIRST of the Certificate of Incorporation of the surviving corporation is hereby amended and restated in its entirety as follows: "The name of the corporation (hereinafter called the "Corporation") is Dan's Competition, Inc."

FIFTH: That an executed copy of the Merger Agreement is on file at the office of the Surviving Corporation, the address of which is: 151 West 26<sup>th</sup> Street, 11<sup>th</sup> Floor, New York, New York 10001.

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**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

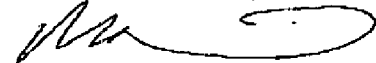
**SEVENTH:** The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of shares</u>	<u>Par Value per share or statement that shares are without par value</u>
Dan's Competition, Inc.	Common	1,000	no par value

**EIGHTH:** That the Merger shall become effective on the date of filing this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed by their duly authorized representatives this 28 day of September, 2001.

ALLOY ACQUISITION SUB, INC.

By:   
Matthew C. Diamond, President

DAN'S COMPETITION, INC.

By: \_\_\_\_\_  
Daniel E. Duckworth, President

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of shares</u>	<u>Par Value per share or statement that shares are without par value</u>
Dan's Competition, Inc	Common	1,000	no par value

EIGHTH: That the Merger shall become effective on the date of filing this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed by their duly authorized representatives this 28 day of September, 2001.

ALLOY ACQUISITION SUB, INC

By: Matthew C. Diamond, President

DAN'S COMPETITION, INC

By: Daniel E. Duckworth, President

State of Delaware

Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"DAN'S COMPETITION, INC.", A INDIANA CORPORATION, WITH AND INTO "ALLOY ACQUISITION SUB, INC." UNDER THE NAME OF "DAN'S COMPETITION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2001, AT 10:00 CLOCK A.M.

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



Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

8100M

586

AUTHENTICATION: 1369981

DATE: 10-02-01 TRADEMARK

REEL: 003007 FRAME: 0023

## DISCLOSURE SCHEDULE 3.1(k)(i)

## TRADEMARK INTELLECTUAL PROPERTY

1. Trademark: DAN'S COMPETITON  
Reg. No.: 2,176,580  
Registered: July 28, 1998  
Jurisdiction: United States
2. Trademark: POVERTY  
Reg. No.: 2,268,952  
Registered: August 10, 1999  
Jurisdiction: United States
3. Trademark: DAN'S  
Reg. No.: 2,176,911  
Registered: July 28, 1998  
Jurisdiction: United States
4. Trademark: DANSCOMP  
An application was filed in the U.S. Patent and Trademark Office on June 6, 2001 and the Serial Number is 76/267,562. Dan's Competition, Inc. is currently in the process of revising the trademark to read as DANS-COMP.



# Delaware

PAGE 1

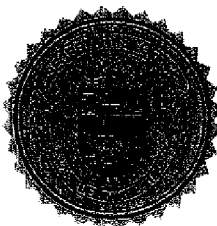
*The First State*

I, HARRIET SMITH WINDSOR, 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:

"DAN'S COMPETITION, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "DAN'S COMPETITION, LLC" UNDER THE NAME OF "DAN'S COMPETITION, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2002, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3596363 8100M  
020797722

AUTHENTICATION: 2170617

DATE ~~TRADE~~ MARK  
REEL: 003007 FRAME: 0025



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:30 AM 12/24/2002  
020797722 - 3596363

**CERTIFICATE OF MERGER**

**OF**

**DAN'S COMPETITION, INC.**  
**(a Delaware corporation)**

**AND**

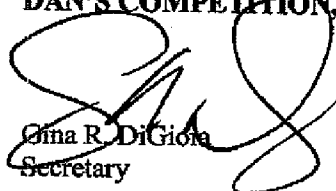
**DAN'S COMPETITION, LLC**  
**(a Delaware limited liability company)**

Pursuant to Title 6, 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Dan's Competition, LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is Dan's Competition, Inc. The jurisdiction in which this corporation was formed is Delaware.
3. The Agreement of Merger has been approved and executed by both the corporation and the limited liability company.
4. The name of the surviving limited liability company is Dan's Competition, LLC.
5. The merger is to become effective on and as of December 31, 2002.
6. The executed Agreement of Merger is on file at 151 West 26<sup>th</sup> Street, New York, New York 10001, the principal place of business of the surviving limited liability company.
7. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

**IN WITNESS WHEREOF**, said limited liability company has caused this certificate to be signed by an authorized person, this 24<sup>th</sup> day of December, 2002.

**DAN'S COMPETITION, LLC**



Gina R. DiGirola  
Secretary

**Recordation of Trademark****Name of Conveying Party/Current Registration**

Dan's Competition, Inc.

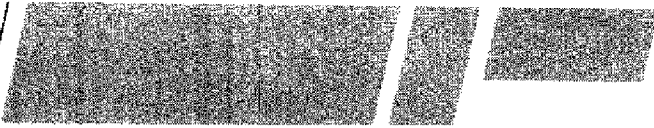
**Name of Receiving Party**

Dan's Competition, LLC

**Effective Date**

September 28, 2001 Dan's Competition, Inc. (Indiana Company) merged with Alloy Acquisition Sub, Inc. with the surviving company Dan's Competition, Inc. (Delaware Company).  
(see attached merger documents)

December 31, 2002: Dan's Competition, Inc. merged with and into Dan's Competition, LLC with Dan's Competition, LLC as the surviving company.  
(see attached merger documents)



www.alloy.com

# ALLOY

151 West 26th Street 11th Floor  
New York, NY 10001  
phone: 212.244.4307  
fax: 212.244.4311

# Fax

To: USPTO

From: Jenny Poon

Pages: 11 (incl. cover)

Fax: 703-306-5995

Date: ~~11/30/2004~~ 12/3/04 ~~12/28/04~~ 1/6/05

Re: Trademark Assignment

CC:

Urgent     For Review     Please Comment     Please Reply     Please Recycle

● **Comments:**

To Whom It May Concern:

Attached is the assignment recordation form and supporting documents for trademarks transferring from Dan's Competition, Inc to Dan's Competition, LLC.

If you have any questions, please feel free to contact me at 212-329-8322. Thank you.