

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM343025

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	09/30/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Stylesight, Inc.		09/30/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	WGSN, Inc.		
<b>Street Address:</b>	25 W 39th Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3711979	STYLESIGHT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3367338473		
<i>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.</i>			
<b>Phone:</b>	(336) 721-3747		
<b>Email:</b>	trademarkswinston@wcsr.com		
<b>Correspondent Name:</b>	Randel S. Springer		
<b>Address Line 1:</b>	Womble Carlyle Sandridge & Rice, LLP		
<b>Address Line 2:</b>	One West Fourth Street		
<b>Address Line 4:</b>	Winston-Salem, NORTH CAROLINA 27101		
<b>ATTORNEY DOCKET NUMBER:</b>	69936.0001.4		
<b>NAME OF SUBMITTER:</b>	Randel S. Springer		
<b>SIGNATURE:</b>	/Randy Springer/		
<b>DATE SIGNED:</b>	06/01/2015		
<b>Total Attachments: 7</b>			
source=STYLESIGHT - Merger Documentation#page1.tif			
source=STYLESIGHT - Merger Documentation#page2.tif			
source=STYLESIGHT - Merger Documentation#page3.tif			

CH \$40.00 3711979

source=STYLESIGHT - Merger Documentation#page4.tif

source=STYLESIGHT - Merger Documentation#page5.tif

source=STYLESIGHT - Merger Documentation#page6.tif

source=STYLESIGHT - Merger Documentation#page7.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:

"STYLESIGHT, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "WGSN, INC." UNDER THE NAME OF "WGSN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2014, AT 11:22 O'CLOCK A.M.

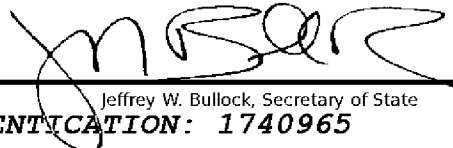
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2014, AT 11:59 O'CLOCK P.M.

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

4123379 8100M

141237080



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1740965

DATE: 09-30-14

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

TRADEMARK  
REEL: 005527 FRAME: 0340

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
STYLESIGHT, INC.  
WITH AND INTO  
WGSN, INC.

---

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

---

On this 30th day of September, 2014, WGSN, Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

**FIRST:** The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). Stylesight, Inc., a Delaware corporation (the "Subsidiary"), is incorporated pursuant to the DGCL.

**SECOND:** The Corporation owns all of the outstanding shares of capital stock of the Subsidiary.

**THIRD:** The Board of Directors of the Corporation duly adopted the resolutions attached as Exhibit A hereto providing for the merger (the "Merger") of the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL, which resolutions have not been amended or rescinded and are in full force and effect.

**FOURTH:** The Corporation shall be the surviving corporation in the Merger.

**FIFTH:** The Certificate of Incorporation of the Corporation as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the surviving corporation.

**SIXTH:** This Certificate of Ownership and Merger shall become effective as of 11:59 p.m. on September 30, 2014 (the "Effective Time").

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer on the date first written above.

WGSN, INC.

By: M. D. Painter  
Name: Duncan Painter  
Title: President and Chief Executive Officer

**EXHIBIT A**

Resolutions of the Board of Directors of the Corporation

UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
WGSN, INC.

September 30, 2014

---

Pursuant to Section 141(f) of the  
General Corporation Law of the State of Delaware

---

The undersigned, being all of the members of the board of directors of WGSN, Inc., a Delaware corporation (the "Corporation"), hereby consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, to the adoption of the following resolutions:

Merger

WHEREAS, the Corporation owns all of the outstanding shares of the capital stock of Stylesight, Inc., a Delaware corporation ("Stylesight"); and

WHEREAS, the Board has determined that it is in the best interests of the Corporation to merge Stylesight with and into the Corporation, with the Corporation as the surviving entity (the "Merger"), pursuant to Section 253 of the DGCL.

NOW, THEREFORE, BE IT:

RESOLVED, that the Merger be, and it hereby is, in all respects, approved, adopted, ratified and confirmed;

RESOLVED, that the officers of the Corporation, such other persons as the Board may designate from time to time, and any additional persons as such officers or designated persons may further designate (each, an "Authorized Officer" and together, the "Authorized Officers") be, and each of them hereby is, directed to execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger");

RESOLVED, that the Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware or such other time as stated therein (the "Effective Time") and shall have the effects set forth in Section 259 of the DGCL;

RESOLVED, that, upon the Effective Time, (i) the Bylaws of the Corporation (the "Bylaws") in effect immediately prior to the Effective Time shall continue to be the Bylaws of the surviving corporation; and (ii) the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation of the surviving corporation;

9527060

**TRADEMARK**  
**REEL: 005527 FRAME: 0344**

RESOLVED, that, upon the Effective Time, the directors and officers of the Corporation, as constituted immediately prior to the Effective Time, shall continue to be the directors and officers of the surviving corporation;

RESOLVED, that each outstanding share of capital stock of the Corporation shall remain unchanged and continue to remain outstanding as one share of capital stock of the Corporation, and a stock certificate that represented a share of capital stock of the Corporation immediately prior to the Effective Time shall continue to represent such corresponding share of capital stock of the surviving corporation as of the Effective Time;

RESOLVED, that, upon the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of Stylesight shall be cancelled and no consideration shall be issued in respect thereof; and

RESOLVED, that it is the express intention that for all U.S. federal income tax and applicable state income tax and franchise tax purposes (i) the adoption of these resolutions approving, adopting, ratifying and confirming the Merger, and directing the Authorized Officers to execute and file the Certificate of Ownership and Merger, shall constitute the adoption of a plan of complete liquidation of Stylesight into the Corporation for purposes of Section 332, 334(b)(1) and 337(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and any successor provisions) and (ii) the Merger shall constitute a complete liquidation of Stylesight into the Corporation pursuant to the aforementioned provisions of the Code and corresponding provisions of applicable state laws (and any successor provisions).

#### General

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to do and perform such acts and to execute and deliver, in the name and on behalf of the Corporation, any and all agreements, guarantees, documents, instruments and certificates, by counterpart or otherwise, to take any and all further actions and to incur and pay such expenses (including filing fees) to carry out and effectuate the foregoing resolutions, any such determination to be conclusively evidenced by the taking or causing to be taken of such action or the execution and delivery of any such agreement, guarantee, document, instrument, certificate, amendment or supplement;

RESOLVED, that all actions previously taken by any Authorized Officer in connection with the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects;

RESOLVED, that this consent may be signed in one or more counterparts (including by facsimile or electronic transmission), each of which shall be deemed an original, and all of which together shall constitute one instrument; and

RESOLVED, that a copy of this written consent be filed in the minute book of the Corporation.

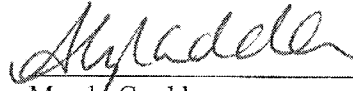
*[Signature page follows]*



IN WITNESS WHEREOF, each of the undersigned directors has executed this written consent as of the date first written above.



\_\_\_\_\_  
Duncan Painter



\_\_\_\_\_  
Mandy Gradden