

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	Merger and Change of Name										
CONVEYING PARTY DATA											
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>GT Merchandising &amp; Licensing Corp.</td><td>02/06/2003</td></tr><tr><td>GT Brands Acquisition II LLC</td><td>02/06/2003</td></tr></tbody></table>	Name	Execution Date	GT Merchandising & Licensing Corp.	02/06/2003	GT Brands Acquisition II LLC	02/06/2003					
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GT Merchandising & Licensing Corp.	02/06/2003										
GT Brands Acquisition II LLC	02/06/2003										
RECEIVING PARTY DATA											
<table border="1"><tr><td>Name:</td><td>GT Merchandising &amp; Licensing LLC</td></tr><tr><td>Street Address:</td><td>16 East 40th Street</td></tr><tr><td>City:</td><td>New York</td></tr><tr><td>State/Country:</td><td>NEW YORK</td></tr><tr><td>Postal Code:</td><td>10016</td></tr></table>	Name:	GT Merchandising & Licensing LLC	Street Address:	16 East 40th Street	City:	New York	State/Country:	NEW YORK	Postal Code:	10016	
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PROPERTY NUMBERS Total: 1											
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Patent Number:</td><td>D467632</td></tr></tbody></table>	Property Type	Number	Patent Number:	D467632							
Property Type	Number										
Patent Number:	D467632										
CORRESPONDENCE DATA											
Fax Number: (212)455-2502 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>											
Phone: (212) 455-2276											
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NAME OF SUBMITTER:	Alison Dow										
Total Attachments: 4 source=M_Pat#page1.tif source=M_Pat#page2.tif source=M_Pat#page3.tif source=M_Pat#page4.tif											

OP \$40.00 D467632

PATENT

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REEL: 015341 FRAME: 0523

# Delaware

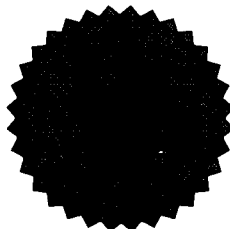
PAGE 1

*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:

"GT MERCHANDISING & LICENSING CORP.", A DELAWARE CORPORATION,

WITH AND INTO "GT BRANDS ACQUISITION II LLC" UNDER THE NAME OF "GT MERCHANDISING & LICENSING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF FEBRUARY, A.D. 2003, AT 4 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3541842 8100M

AUTHENTICATION: 3415441

040748264

DATE: 10-18-04

PATENT  
REEL: 015341 FRAME: 0524

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION AND  
LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned executed the following Certificate of Merger:

**FIRST:** The name of the limited liability company is GT Brands Acquisition II LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is GT Merchandising & Licensing Corp., a Delaware corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

**THIRD:** The name of the limited liability company is GT Brands Acquisition II LLC. It will be amended to GT Merchandising & Licensing LLC.

**FOURTH:** The merger is to become effective on February 6, 2003.

**FIFTH:** The Agreement of Merger is on file at 16 East 40th Street, New York, New York 10016, the place of business of the surviving limited liability company.

**SIXTH:** 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 surviving limited liability company or stockholder of the merging corporation.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Merger of Domestic Corporation and Limited Liability Company on the 6th day of February, A.D. 2003.

**GT BRANDS ACQUISITION II LLC**

By: GT Brands LLC, its sole member

By: GT Brands Holdings LLC, its sole member

By: 

Name: Peter R. Ezersky

Title: Manager

**SCHEDULE A**

**U.S. Patent**

<b><u>Patent</u></b>	<b><u>Serial Number</u></b>	<b><u>Patent Number</u></b>
Exercise device	29/149,434	D467,632

509265-0922-01401-NY01.2417558.2