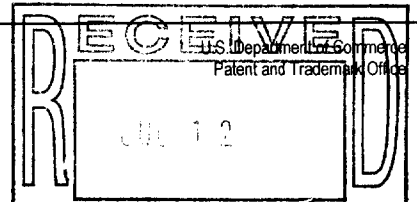


07-15-1999



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ET



Attorney Ref. No. 15653.25

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party:

Anne Klein & Company

X General Partnership - State of New York

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

MRD
7-12-99

2. Name and Address of receiving party:

Name: Anne Klein Company LLC

Address: 11 West 42nd Street
New York, NY 10036

X Other Limited Liability Company - State of New York

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

3. Nature of conveyance:

Assignment

X Merger

Security Agreement

Change of Name

Other _____

Execution Date: January 2, 1998

4. Application number(s) or registration number(s):

A. Trademark Application Nos.

75/499854, 75/497417, 75/496760 and 75/497416

B. Trademark Registration Nos.

- see attached Schedule

Additional numbers attached? Yes

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

Jeffrey H. Epstein, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

"Express Mail" mailing label number EE551290054J
Date of Deposit July 12, 1999
I hereby certify that this paper/ or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.30 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2200 Crystal Drive, Arlington, Virginia 22202 on July 12, 1999
Jeffrey H. Epstein
Typed or printed name of person mailing paper or fee
Jeffrey H. Epstein
Signature of person mailing paper or fee

6. Total number of applications and registrations involved:

Forty-one (41)

7. Total fee (37 CFR 3.41)..... \$1040

X Enclosed

1040E

Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

Jeffrey H. Epstein

Name of Person Signing

Jeffrey H. Epstein 7/9/99
Signature Date

Total number of pages including cover sheet, attachments, and document: nine (9)

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

07/15/1999 00000010 7549854 40.00 DP 0000.00 DP

Schedule

<i>Country:</i> United States						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
A LINE & DESIGN	25	74/800748	8/20/90	1789503	8/24/93	Registered
A LINE ANNE KLEIN & DESIGN	25	74/800747	9/13/90	1782792	7/20/93	Registered
A LOGO	25	74/096741	9/13/90	1857279	10/4/94	Registered
AKII	14	75/257225	3/14/97	2197271	10/20/98	Registered
AKII	18	75/252754	3/6/97	2199398	10/27/98	Registered
ANNE KLEIN	3			1016644	7/29/75	Registered
ANNE KLEIN	9			1074926	10/11/77	Registered
ANNE KLEIN	14			1046318	8/17/76	Registered
ANNE KLEIN	18			1016890	7/29/75	Registered
ANNE KLEIN	18			1052858	11/16/76	Registered
ANNE KLEIN	25			1006943	3/18/75	Registered
ANNE KLEIN	25			1049090	9/28/76	Registered
ANNE KLEIN	42	73/832180	10/18/89	1613344	9/11/90	Registered
ANNE KLEIN	14, 26			1016832	7/29/75	Registered
ANNE KLEIN	25	74/267038	4/20/92	1738435	12/8/92	Registered
ANNE KLEIN & LION HEAD DESIGN	14			1032218	2/3/76	Registered
ANNE KLEIN & LION HEAD DESIGN	25			1022721	10/14/75	Registered
ANNE KLEIN & LION HEAD DESIGN	25			1369164	11/5/85	Registered
ANNE KLEIN & LION HEAD DESIGN	25	73/718990	3/28/88	1511071	11/1/88	Registered
ANNE KLEIN (SIGNATURE) & LION HEAD DESIGN	18			1147173	2/17/81	Registered
ANNE KLEIN II	3	73/800175	5/15/89	1598067	5/29/90	Registered
ANNE KLEIN II	9	73/800176	5/15/89	1611081	8/28/90	Registered

Schedule

<i>Country:</i> United States							
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>	
ANNE KLEIN II	14	73/800201	5/15/89	1573264	12/26/89	Registered	
ANNE KLEIN II	14	74/480111	1/18/94	1876539	1/31/95	Registered	
ANNE KLEIN II	18	73/803880	6/1/89	1596438	5/15/90	Registered	
ANNE KLEIN II	25	571125	12/2/85	1425808	1/20/87	Registered	
ANNE KLEIN II	25	73/800411	5/15/89	1607519	7/24/90	Registered	
ANNE KLEIN II	25	74/128259	1/7/91	1671841	1/14/92	Registered	
ANNE KLEIN RAINWEAR	25			1410608	9/23/86	Registered	
LION HEAD DESIGN	3			1145619	1/13/81	Registered	
LION HEAD DESIGN	9			1074925	10/11/77	Registered	
LION HEAD DESIGN	14			1032219	2/3/76	Registered	
LION HEAD DESIGN	14			1046317	8/17/76	Registered	
LION HEAD DESIGN	18			1016891	7/29/75	Registered	
LION HEAD DESIGN	18			1052859	11/16/76	Registered	
LION HEAD DESIGN	25			1016971	7/29/75	Registered	
LION HEAD DESIGN	25			1050741	10/19/76	Registered	

*State of New York
Department of State* } *ss.*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 28 1999



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

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CERTIFICATE OF MERGER
MERGING
ANNE KLEIN & COMPANY
AND
MARK OF THE LION ASSOCIATES
INTO
ANNE KLEIN COMPANY LLC

Under Section 1003 of the Limited Liability Company Law
of the State of New York

The undersigned, Frank R. Mori and Tomio Taki, being the respective Presidents of each of the general partners of each of Anne Klein & Company, a New York general partnership and Mark of the Lion Associates, a New York general partnership, and Frank R. Mori being the President of the Member Manager of Anne Klein Company LLC, a New York limited liability company, respectively, and an agreement and plan of merger having been adopted by the requisite vote of the general partners of each of Anne Klein & Company and Mark of the Lion Associates and by the requisite consent of the Supervisory Board of Anne Klein Company LLC, respectively, each of said constituent business entities does hereby certify:

(1) The name of each constituent business entity and the jurisdiction of its formation is as follows:

Anne Klein & Company, formed under the laws of the State of New York;
Mark of the Lion Associates, formed under the laws of the State of New York; and
Anne Klein Company LLC, formed under the laws of the State of New York.

(2) The name of the surviving business entity is Anne Klein Company LLC.

(3) There are to be no amendments or changes to be made in the Articles of Organization of Anne Klein Company LLC in connection with the merger.

(4) The effective date of the merger shall be the date of filing of this Certificate with the New York Department of State.

(5) The date on which the Articles of Organization of Anne Klein & Company LLC were filed with the New York Department of State is December 8, 1997.

(6) The merger of Anne Klein & Company and Mark of the Lion Associates with and into Anne Klein Company LLC was authorized by the unanimous written consent of the general partners of each of Anne Klein & Company and Mark of the Lion Associates and by the requisite consent of the Supervisory Board of Anne Klein Company LLC.

(7) The Secretary of State is designated as the agent of Anne Klein Company LLC upon whom process against Anne Klein Company LLC may be served. The post office address within or without the State of New York to which the Secretary of State shall mail a copy of any process against Anne Klein Company LLC served upon such Secretary of State is Anne Klein Company LLC, c/o Takihyo Inc., 11 West 42nd Street, New York, NY 10036, Attention: President.

(8) The agreement and plan of merger among Anne Klein & Company, Mark of the Lion Associates and Anne Klein Company LLC has been approved and executed by each of Anne Klein & Company, Mark of the Lion Associates and Anne Klein Company LLC. The agreement and plan of merger among Anne Klein & Company, Mark of the Lion Associates and Anne Klein Company LLC is on file at the place of business of Anne Klein Company LLC, which is located at 11 West 42nd Street, New York, NY 10036.

(9) A copy of such agreement and plan of merger will be furnished upon request and without cost to any member of Anne Klein Company LLC or any general partner of Anne Klein & Company or Mark of the Lion Associates.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Merger this 2nd day of January, 1998 and the statements herein are affirmed as true under the penalties of perjury.

ANNE KLEIN COMPANY LLC,
a New York limited liability company,
by its Member Manager

TAKIHYO INC.

By: [Signature]
Name: FRANK R. MORI
Title: PRESIDENT

By: [Signature]
Name: BEVERLY I. KATZ
Title: SECRETARY

ANNE KLEIN & COMPANY,
a New York general partnership,
by its General Partners

TAKIHYO INC.

By: [Signature]
Name: FRANK R. MORI
Title: PRESIDENT

By: [Signature]
Name: BEVERLY I. KATZ
Title: SECRETARY

FIRST RESOURCES
MARKETING INC.

By: [Signature]
Name: FRANK R. MORI
Title: PRESIDENT

By: [Signature]
Name: Barbara L. Abramson
Title: Secretary

TOLARA TRIANGLE INC.

By: [Signature]
Name: TOMIO TAKI
Title: PRESIDENT

By: Melanie McCafferty
Name: MELANIE MCCAFFERTY
Title: Asst Secretary

MARK OF THE LION ASSOCIATES,
a New York general partnership,
by its General Partners

TAKIHYO INC.

By: [Signature]
Name: FRANK R. MORI
Title: PRESIDENT

By: Beverly Katz
Name: BEVERLY I. KATZ
Title: SECRETARY

FIRST RESOURCES
MARKETING INC.

By: [Signature]
Name: FRANK R. MORI
Title: PRESIDENT

By: Barbara L. Abramson
Name: Barbara L. Abramson
Title: Secretary

TOLARA TRIANGLE INC.

By: [Signature]
Name: TOMIO TAKI
Title: PRESIDENT

By: Melanie McCafferty
Name: MELANIE MCCAFFERTY
Title: Asst Secretary

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CERTIFICATE OF MERGER
OF
ANNE KLEIN COMPANY
AND
MARK OF THE LION ASSOCIATES
INTO
ANNE KLEIN COMPANY LLC

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

JAN 2 11 25 AM '98

FILED

JAN 2 11 02 AM '98

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STATE OF NEW YORK
DEPARTMENT OF STATE

BILLED

FILED JAN 0 2 1998
TAX \$ 0
BY: JW

PAUL HASTINGS JANOFSKY & WALKER LLP
199 PARK AVENUE
NEW YORK, NY 10022

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