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08-27-2001

R SHEET

To the Honorable Commissioner of Patents and Trademarks: Plea



1. Name of conveying party(ies):

Tom Fields, Ltd.

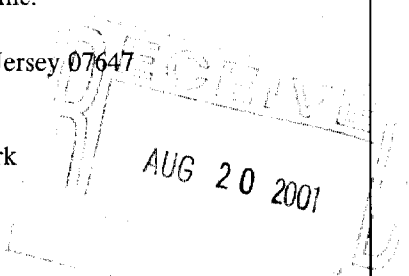
- Individual(s)
- General Partnership
- Corporation- New York
- Other
- Association
- Limited Partnership

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

Name of receiving party(ies)

Name: MEM Company, Inc.  
Address: P.O. Box 928  
Northvale, New Jersey 07647

- Individual(s) citizenship
- Corporation - New York
- Association
- General Partnership
- Limited Partnership



3. Nature of conveyance:

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

Execution Date: October 21, 1992

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) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

596885; 671944; 814164; 1235582; 1244592; 1262791; 1308026;  
1382931; 1411926; 1569474; 1569589; 1569688; 1569729; 1569895;  
1569977; 1580147; 1613931; 1634888; 1736777; 669730;

Additional numbers attached? Yes  No

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

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

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41)..... \$ 515

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

8. Deposit Account No. \_\_\_\_\_  
(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.

Sandra Covington  
Name of Person Signing

*Sandra Covington*  
Signature

8/21/01  
Date

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

"Express Mail" Mailing Label Number

EL 432 135 005 US

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 C.F.R. 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202 on

8/21/01

Luz M. Estrella

(Date of Deposit)

(Typed or printed name of person mailing paper or fee)

*Luz M. Estrella*  
(Signature)

08/27/2001 AAMMED1 00000024 596885

01 FC:481 40.00 OP  
02 FC:482 475.00 OP

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CERTIFICATE OF MERGER

OF

TOM FIELDS, LTD.

WITH AND INTO

MEM COMPANY, INC.

Under Section 905 of the New York Business Corporation Law

The undersigned, being the President and Secretary respectively, of MEM Company, Inc., a New York corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of New York ("BCL"), do hereby certify as follows:

- MEM Company, Inc. is a New York corporation and owns all of the outstanding shares of Tom Fields, Ltd.
- The name of the surviving corporation is MEM Company, Inc.
- As to Tom Fields, Inc., the designation and number of outstanding shares (of each class) and the number of such shares owned by MEM Company, Inc. are as follows:

Name of Corporation	Designation and Number of Outstanding Shares	Number of Shares owned By Survivor
Tom Fields, Ltd.	200 shares of common stock, no par value	200

The common stock of Tom Fields, Ltd. and MEM Company, Inc. is not subject to change prior to the Effective Date (as hereinafter defined) of the merger.

4. No amendments or changes in the Certificate of Incorporation, as previously amended, of MEM Company, Inc. are to be effected by this merger.

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5. The Certificates of Incorporation of NEM Company, Inc. and Tom Fields, Ltd., respectively, were filed in the office of the Secretary of State of New York as follows:

Corporation	Incorporation Date
NEM Company, Inc.	December 13, 1948
Tom Fields, Ltd.	February 7, 1952

6. The merger shall be effective (the "Effective Date") upon filing of the Certificate of Merger by the Department of State of the State of New York pursuant to Section 905 of the BCL.

7. The Plan of Merger was adopted by the Board of Directors of NEM Company, Inc.

8. NEM Company, Inc. owns all of the outstanding shares of Tom Fields, Ltd.

IN WITNESS WHEREOF, the undersigned have executed and subscribed this certificate and affirm the foregoing as true under the penalties of perjury this 21st day of October, 1952.

NEM COMPANY, INC.

By: G. A. Meyer  
Gay A. Meyer, President

By: Margaret J. Powers  
Margaret A. Powers,  
Secretary

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CERTIFICATE OF MERGER

OF

TOM FIELDS, LTD.

WITH AND

INTO

NEW COMPANY, INC.

UNDER SECTION 905 OF THE  
NEW YORK BUSINESS CORPORATION LAW

TRADEMARK

REEL 0955 FRAME 160

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DATE: APR 13 1993  
MARK OFFICE

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Shee & Gould  
1251 Avenue of the Americas  
New York, New York 10020

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 23 1992

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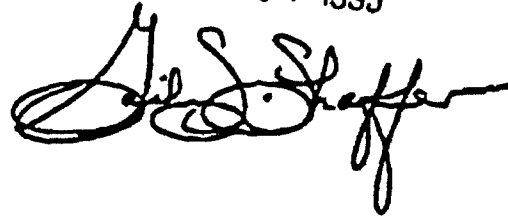
State of New York }  
Department of State } ss:

021410

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

MAR 31 1993



*Secretary of State*

TRADEMARK

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## Schedule

Country: 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>
BATHTUB GIN	3			814164	8/30/66	Registered
BOPO	3			1262791	1/3/84	Registered
DIRTBUSTERS	3			1411926	10/7/86	Registered
HONEY BUNCH	3, 18, 21			1382931	2/18/86	Registered
TINKERBELL	9	796442	4/28/89	1569474	12/5/89	Registered
TINKERBELL	14	796514	4/28/89	1569589	12/5/89	Registered
TINKERBELL	16	796543	4/28/89	1569688	12/5/89	Registered
TINKERBELL	18	796246	4/27/89	1569729	12/5/89	Registered
TINKERBELL	18	406456	12/20/82	1308026	12/4/84	Registered
TINKERBELL	21	73/807563	6/19/89	1580147	1/30/90	Registered
TINKERBELL	3	344733	1/7/82	1235582	4/26/83	Registered
TINKERBELL	26	796469	4/28/89	1569895	12/5/89	Registered
TINKERBELL	28	796471	4/28/89	1569977	12/5/89	Registered
TINKERBELL	3	33142	7/3/57	671944	12/30/58	Registered
TINKERBELL	3	50469	4/28/58	669730	11/11/98	Registered
TINKERBELL	25	360399	4/19/82	1244592	7/5/83	Registered
TINKERBELL	25	73/796470	4/28/89	1613931	9/18/90	Registered
TINKERBELL	25	74/054865	5/2/90	1634888	2/12/91	Registered
TINKERBELL	28	74/261569	4/2/92	1736777	12/1/92	Registered
TINKERBELL (STYLIZED)	3	71/627123	3/27/52	596885	10/12/54	Registered



EXHIBIT A

TRADEMARK

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<u>TRADEMARK</u>	<u>CUR. APP. NO.</u>	<u>APP. DT</u>	<u>CUR. REG. NO</u>	<u>REG. DT</u>
BATHTUB GIN	225015	05AU1965	814164	30AU1966
BOPO	377702	02AU1982	1262791	03JA1984
DEM-D-DERM	104606	16SE1960	719897	15AU1961
DEMOISELLE	73/823067	05SE1989	1595967	15MY1990
FLYING CLIPPER	310945	30OC1968	884760	20JA1970
FLYING CLIPPER	310944	30OC1968	894782	18AU1975
PLAY BALL	41366	26ND1957	681250	30JE1959
TINKERBELL	796442	28AP1989	1569474	05DE1989
TINKERBELL	73/796514	28AP1989	1569589	05DE1989
TINKERBELL	73/796543	28AP1989	1569688	05DE1989
TINKERBELL (Wallets)	73/796246	27AP1989	1569729	05DE1989
TINKERBELL (Canvas Totes, etc)	406456	20OE1982	1308026	04DE1984
TINKERBELL (Pillow, PJ Bag)	73/796468	28AP1989	1569788	05DE1989
TINKERBELL	73/807563	19JE1989	1580147	30JA1990
TINKERBELL	944733	07JA1982	1235582	26AP1983
TINKERBELL	73/796478	28AP1989	1569819	05DE1989
TINKERBELL	73/796469	28AP1989	1569895	05DE1989
TINKERBELL	73/796471	28AP1989	1569977	05DE1989
TINKERBELL (Lip Pomade, etc.)	33142	03JL1957	671944	30OE1958
TINKERBELL (Toilet Water)	627123	27MR1952	596885	12OC1954
TINKERBELL	50469	28AP1958	669730	11NO1958
HONEY BUNCH	517523	14JA1985	1382931	18FE1986
TINKER BELL	360399	19AP1982	1244592	05JL1983
TINKER BELL	73/796470	28AP1990	1613931	18SE1990
DIRTBUSTERS	519543	28JA1985	1411926	07OC1986
TINKERBELL	74/054865	02MY1990	1634888	12FE1991
TINKERBELL	74/261569	02AP1992	1736777	01OE1992

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