

Form PTO-1594
(Rev. 03/01)
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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):
Company Store Holdings, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Hanover Direct, Inc.
Internal Address: _____
Address: _____
Street Address: 115 River Road, Building #10
City: Edgewater State: NJ Zip: 07020

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/25/99

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2032691

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Tamara A. Miller, Esq.
Internal Address: _____

Street Address: _____
Two Prudential Plaza, Suite 4900
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-1216

DO NOT USE THIS SPACE

9. Signature.

Tamara A. Miller Tamara Miller 10-24-02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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:

"COMPANY STORE HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "HANOVER DIRECT, INC." UNDER THE NAME OF "HANOVER DIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF DECEMBER, A.D. 1999.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2332755 8100M

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AUTHENTICATION: 1972223

DATE: 09-09-02
TRADEMARK

REEL: 002565 FRAME: 0828

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/22/1999
991556959 - 2332755

CERTIFICATE OF MERGER
OF
COMPANY STORE HOLDINGS, INC.
INTO
HANOVER DIRECT, INC.

In compliance with the requirements of Sections 251 and 103 of the Delaware General Corporation Law, the undersigned corporations, desiring to effect a merger, hereby state that:

1. The name and place of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

Company Store Holdings, Inc. Delaware

Hanover Direct, Inc. Delaware

2. An agreement of merger has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation (the "Surviving Corporation") is "Hanover Direct, Inc.."

4. The certificate of incorporation of the Surviving Corporation shall remain the certificate of incorporation, and there shall be no amendments thereto.

5. An executed agreement of merger is on file at the principal place of business of the Surviving Corporation, the address of which is:

Hanover Direct, Inc.
1500 Harbor Boulevard
Weehawken, New Jersey 07087

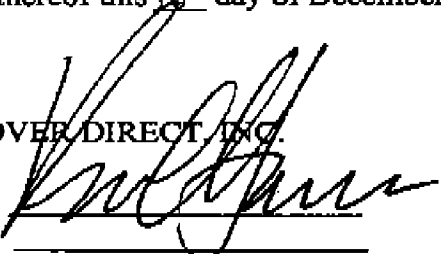
6. A copy of the agreement of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

7. The effective time of the merger, and the time of when the merger shall become effective in the State of Delaware, shall be as of the close of business on December 25, 1999.

IN TESTIMONY WHEREOF, each undersigned entity has caused this certificate of merger to be signed by a duly authorized officer thereof this 10 day of December, 1999.


SURVIVING ENTITY:

HANOVER DIRECT, INC.

By: 
Name: _____
Title: _____

MERGING ENTITY:

COMPANY STORE HOLDINGS, INC.

By: 
Name: _____
Title: _____

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