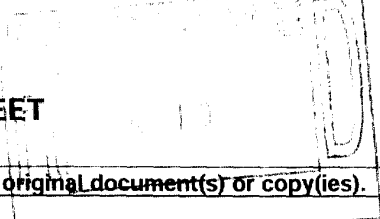


08-12-1998



100790503

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**



MD 8-7-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
06 26 1997

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name MCGREGOR CORPORATION

06 26 1997

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name MCGREGOR I CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 11200 E. 45th Avenue

Address (line 2) _____

Address (line 3) Denver

Colorado

80239

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

08/12/1998 DNGUYEN 00000033 393064

FOR OFFICE USE ONLY

01 FC:481
02 FC:48E

40.00 OP
300.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1766 FRAME: 0842

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="393,064"/>	<input type="text" value="734,221"/>	<input type="text" value="744,881"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="831,108"/>	<input type="text" value="836,336"/>	<input type="text" value="979,473"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,003,785"/>	<input type="text" value="1,042,362"/>	<input type="text" value="1,049,076"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Francis Hsueh



August 7, 1998

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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1,116,414	1,279,966	1,836,215
1,882,922	<input type="text"/>	<input type="text"/>
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"MCGREGOR CORPORATION", A NEW YORK CORPORATION,
WITH AND INTO "MCGREGOR I CORPORATION" UNDER THE NAME OF "MCGREGOR I CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1997, AT 9:02 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

2755128 8100M

981305878

ALTERNATIVE

9236143

TRADEMARK
08-05-98
REEL: 1766 FRAME: 0845

**CERTIFICATE OF MERGER
OF
McGREGOR CORPORATION, a New York corporation
INTO
McGREGOR I CORPORATION, a Delaware corporation**

Pursuant to Section 252
of the General Corporation Law
of the State of Delaware

McGregor Corporation, a corporation incorporated and existing under the provisions of the Business Corporation Law of the State of New York ("McGregor-NY"), and McGregor I Corporation, a corporation incorporated and existing under the provisions of the General Corporation Law of the State of Delaware ("McGregor-DE"), do hereby certify as follows:

FIRST: The name, jurisdiction, and date of incorporation of each of the business entities that is to merge are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Incorporation</u>
McGregor Corporation (name under which it was formed is David D. Doniger & Co., Inc.)	New York	April 25, 1921
McGregor I Corporation	Delaware	May 23, 1997

SECOND: Each of McGregor-NY and McGregor-DE has approved and executed, adopted, certified and acknowledged the Agreement and Plan of Merger dated June 26, 1997.

THIRD: McGregor-DE shall be the surviving corporation after the merger of McGregor-NY with and into McGregor-DE pursuant to the Merger Plan (the "Merger"). The name of McGregor-DE after the Merger shall remain "McGregor I Corporation." McGregor-DE has not applied and will not apply for authority to do business in the State of New York. The Certificate of Incorporation of McGregor-DE, as in effect before the Merger, shall remain the Certificate of Incorporation of McGregor-DE from and after the Merger without amendment or change.

FOURTH: Approval of the shareholder of McGregor-NY pursuant to the provisions of Section 903 of the Business Corporation Law of New York and Section 252 of the General Corporation Law of Delaware is required for the Merger. The designation and number of outstanding shares of each class and series, the specification

of the classes and series entitled to vote on the Merger, and the specification of each class and series entitled to vote as a class on the Merger are as follows:

<u>Designation of each outstanding class and series of shares</u>	<u>Authorized Shares of Capital Stock</u>	<u>Number of issued and outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
common stock, par value \$1.00	4,875,000 shares	4,875,000 shares	common stock	N/A
preferred stock, par value \$1.00	None	None	N/A	N/A

FIFTH: As to McGregor-NY, the number of shares voted for and against the Merger Plan is as follows:

<u>Total Voted For</u>	<u>Total Voted Against</u>
4,875,000	0

SIXTH: Approval of the shareholders of McGregor-DE pursuant to the provisions of Section 903 of the Business Corporation Law of New York and Section 251 of the General Corporation Law of Delaware is required for the Merger. The designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Merger, and the specification of each class and series entitled to vote as a class on the Merger are as follows:

<u>Designation of each outstanding class and series of shares</u>	<u>Authorized Shares of Capital Stock</u>	<u>Number of issued and outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
common stock, par value \$.01	500 shares	500 shares	common stock	N/A

SEVENTH: As to McGregor-DE, the number of shares voted for and against the Merger Plan is as follows:

<u>Total Voted For</u>	<u>Total Voted Against</u>
500	0

EIGHTH: The approval of the Merger Plan was duly authorized by all action required by the laws of the State of New York and the State of Delaware. The Merger is permitted by Section 907 of the Business Corporation Law of the State of New York and

County of Denver)

Thomas R. Sandler being duly sworn, deposes and says that he is the President of McGregor Corporation, that he signed the foregoing Certificate of Merger on behalf of the Corporation in his capacity as President, and that he has read the foregoing Certificate of Merger and knows the contents thereof and that the statements contained therein are true and correct to his own knowledge.

Lynne S. Knight
Notary Public

Subscribed and sworn to before me on the 26th day of June, 1997.
My Commission expires: 12-6-98



McGREGOR I CORPORATION,
a Delaware corporation

By: Thomas R. Sandler
Name: Thomas R. Sandler
Title: Pres. Corp.

State of Colorado)
County of Denver) ss

Thomas R. Sandler being duly sworn, deposes and says that he is the President of McGregor I Corporation, that he signed the foregoing Certificate of Merger on behalf of the Corporation in his capacity as President, and that he has read the foregoing Certificate of Merger and knows the contents thereof and that the statements contained therein are true and correct to his own knowledge.

Lynne S. Knight
Notary Public

Subscribed and sworn to before me on the 26th day of June, 1997.
My Commission expires: 12-6-98



SCHEDULE A
TRADEMARKS-MCGREGOR II, LLC

Trademarks in Which McGregor II, LLC Has Rights Under License From Hortex

<u>Trademark or Service Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BILLY THE KID & DESIGN	393,064	27JA1942
HOT DOGS!	734,221	10JL1962
OXCROON	744,881	05FE1963
SPLINTERS	831,108	27JE1967
MANN in Oval Design	836,336	03OC1967
BILLY THE KID	979,473	26FE1974
BILLY THE KID	1,003,785	04FE1975
ETK	1,042,362	29JE1976
BILLY THE KID	1,049,076	28SE1976
BTK and Cowboy Design	1,116,414	10AP1979
VERTICAL RED WHITE AND BLUE STRIPE DESIGN	1,279,966	29MY1984
BILLY THE KID	1,836,215	10MY1994
CALAMITY JANE	1,882,922	07MR1995