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

08-12-1998

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



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7	RECORDATION FORM COVER SHEET					
M208-7	TRADEMARKS ONLY					
		Please record the attached original document(s) or copy(ies).				
	Submission Type X New	Conveyance Type Assignment License				
		Assignment				
	Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment				
	Correction of PTO Error	Effective Date Month Day Year				
	Reel # Frame #	106 26 1997				
	Corrective Document	Change of Name				
	Reel # Frame #	Other				
and the second s	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 X Corporation Association				
	Other					
1	X Citizenship/State of Incorporation/Organization New York					
	Receiving Party	Receiving Party Mark if additional names of receiving parties attached				
	Name McGregor I Corporation					
	DBA/AKA/TA					
	DDA/AKATA					
	DBA/AKA/TA Composed of Address (line 1) 11200 E. 45th Avenue					
	DBA/AKA/TA Composed of Address (line 1) 11200 E. 45th Avenue					
	DBA/AKA/TA Composed of Address (line 1) 11200 F. 45th Avenue Address (line 2)					
	DBA/AKA/TA Composed of Address (line 1) 11200 E. 45th Avenue Address (line 2) Address (line 3) Denver City	Colorado 80239 State/Country Zip Code				
	DBA/AKA/TA Composed of Address (line 1) 11200 E. 45th Avenue Address (line 2) Address (line 3) Denver	Colorado State/Country Limited Partnership State/Country If document to be recorded is an assignment and the receiving party is				
	DBA/AKA/TA Composed of Address (line 1) 11200 E. 45th Avenue Address (line 2) Address (line 3) Denver City	Colorado State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic				
	Composed of Address (line 1) 11200 E. 45th Avenue Address (line 2) Address (line 3) Denver City Individual General Partnership X Corporation Association	Colorado State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an				
	Composed of Address (line 1) 11200 E. 45th Avenue Address (line 2) Address (line 3) Denver City Individual General Partnership X Corporation Association Other	Colorado State/Country Limited Partnership 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.)				
	Composed of Address (line 1) 11200 E. 45th Avenue Address (line 2) Address (line 3) Denver City Individual General Partnership X Corporation Association Other X Citizenship/State of Incorporation/Organization	Colorado State/Country Limited Partnership 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.) tion Delaware				
! 1	Composed of Address (line 1) 11200 E. 45th Avenue Address (line 2) Address (line 3) Denver City Individual General Partnership X Corporation Association Other X Citizenship/State of Incorporation/Organization	Colorado State/Country Limited Partnership 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.)				

Public burden reporting for this collection of information, sestimated 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 Sheef. Send comment- 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 RK Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 REEL: 1766 FRAME: 0842

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
Domestic R	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)					
Correspond	lent Name and Address	rea Code and Telephone Number	(212) 735-2157		
Name	Robert A. Sporn				
Address (line 1)	Skadden Arps Slate	Meagher & Flom LLP			
Address (line 2)	New York, New York	10022			
Address (line 3)					
Address (line 4)					
Pages	Enter the total number of pagincluding any attachments.	ges of the attached conveyance of	document # 6		
	Application Number(s) or the Trademark Application Number or the	Registration Number(s) Registration Number (DO NOT ENTER E	X Mark if additional numbers attached		
	lemark Application Number(s		stration Number(s)		
		393,064	734,221 744,881		
		831,108	836,336 979,473		
		1,003,785	1,042,362 1,049,076		
Number of i	Properties Enter the total	number of properties involved.	# 13		
Fee Amoun	t Fee Amount for	Properties Listed (37 CFR 3.41): \$ [340.00]		
	f Payment: Enclos	ed X Deposit Account			
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)					
Deposit Account Number: #					
Au horization to charge additional fees: Yes X 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	Frankl.	August 7, 1998		
Name	of Person Signing	Sighature	Date Signed		

FORM PTO-1618C Expires 06/30/99

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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

OMB 0651-0027				
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)	State/Country Tic Code			
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an				
Corporation Association	appointment of a domestic representative should be attached (Designation must be a separate			
Other	document from the Assignment.)			
Citizenship/State of Incorporation/Organization	n			
Trademark Application Number(s) or Re- Enter either the Trademark Application Number or the Reg	gistration Number(s) Mark if additional numbers attached istration Number (DO NOT ENTER BOTH numbers for the same property).			
Trademark Application Number(s)	Registration Number(s)			
	1,116,414 1,279,966 1,836,215			
	1,882,922			

TRADEMARK REEL: 1766 FRAME: 0844

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.

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:02 AM 07/01/1997 971220159 - 2755128

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:

Name	Jurisdiction	Date of Incorporation
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

TRADEMARK REEL: 1766 FRAME: 0846 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:

Designation of each outstanding class and series of shares	Authorized Shares of Capital Stock	Number of issued and outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
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

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

Total Voted For

Total Voted Against

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:

Designation of each outstanding class and series of shares	Authorized Shares of Capital <u>Stock</u>	Number of issued and outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a glass
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:

Total Voted For

Total Voted Against

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

by Section 252 of the General Corporation Law of the State of Delaware and is in compliance therewith.

NINTH: The effective time of this Certificate shall be the date on which this Certificate and the Certificate of Merger are filed and effective with the offices of the Secretaries of State of Delaware and New York, respectively, in accordance with the provisions of the General Corporation Law of the State of Delaware and the Business Corporation Law of the State of New York. The effective time of the Merger shall be July 1, 1997, 5:00 p.m. Eastern Daylight Time.

TENTH: McGregor-DE may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of McGregor-NY and for the enforcement of the right of the shareholder of McGregor-NY to receive payment for its shares from McGregor-DE.

ELEVENTH: McGregor-DE shall promptly pay to the shareholder of McGregor-DE the amount, if any, to which such shareholder shall be entitled under the provisions of the Business Corporation Law of the State of New York related to the right of shareholders to receive payment for their shares.

TWELFTH: McGregor-DE hereby designates the Secretary of State of New York as its agent upon whom process against it may be served in any action or special proceeding. 11200 East 45th Avenue, Denver, Colorado 80239-30018, c/o Samsonite Corporation, shall be the address of McGregor-DE to which the Secretary of State of New York shall mail a copy of such process.

THIRTEENTH: The Merger Plan is on file at an office of McGregor-DE at the following address: Samsonite Corporation, 11200 East 45th Avenue, Denver, Colorado 80239-3018.

FOURTEENTH: A copy of the Merger Plan will be furnished by McGregor-DE, on request and without cost, to any shareholder of McGregor-DE and McGregor-NY.

Each of McGregor-NY and McGregor-DE has caused this Certificate of Merger to be executed and acknowledged by its duly authorized officer or other representative as of June 26, 1997.

McGREGOR CORPORATION,

a New York corporation

Ву:_____

Title:

State of Colorado

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0\$06728202: FRADEMARK REEL: 1766 FRAME: 0848

County of <u>Almerer</u>)	
foregoing Certificate of Merger on behal	cGregor Corporation, that he signed the for the Corporation in his capacity as as read the foregoing Certificate of Merger and statements contained therein are true and correct
to ms own knowledge.	Sinds S. Trusk
	Notary Public
Subscribed and sworn to before me on the My Commission expires: $12-6-98$	day of June, 1997.
and the second	
	McGREGOR I CORPORATION,
	a Delaware corporation
	By: A Jalu
$ \wedge $	Name: Thomas R. Sundler Title: Pres. Ent
State of (alorado)	
County of Alver) 58	
Blones P. San	We being duly sworn, deposes and says that
he is/the <u>Inc. A. a. t. of M</u> foregoing Certificate of Merger on behal	cGregor I Corporation, that he signed the
he Sedent, and that he he	as read the foregoing Certificate of Merger and
	statements contained therein are tryle and correct
to his own knowledge.	
	Signed D. Thught
	Notary Public
Subscribed and sworn to before me on the My Commission expires: 12-6-9	
공연한 불	

SCHEDULE A TRADEMARKS-MCGREGOR II, LLC

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

Trademark or Service Mark	Registration No.	Registration Date
BILLY THE KID & DESIGN	393,064	27JA1942
HOT DOGS!	734,221	10 JL196 2
OXCRON	744,881	05FE1963
SPLINTERS	831,108	27J E 1967
MANN in Oval Design	836,336	03OC1967
BILLY THE KID	979,473	26 FE 1974
BILLY THE KID	1,003,785	0 4FE1975
втк	1,042,362	29 JE 1976
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

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TRADEMARK REEL: 1766 FRAME: 0850