

08-12-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
Effective Date
Month Day Year
07 01 1997
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name MCGREGOR I CORPORATION

07 01 1997

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name MCGREGOR II, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 11200 E. 45th Avenue

Address (line 2) _____

Address (line 3) Denver

City

Colorado

State/Country

80239

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

08/12/1998 SSMITH 00000005 393064

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
300.00 DP

3406

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: 1767 FRAME: 0918

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

Name of Person Signing



Signature

August 7, 1998

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 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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SCHEDULE A
TRADEMARKS-MCGREGOR II, LLC

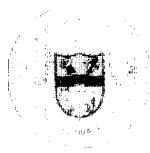
Trademarks in Which McGregor II, LLC Has Rights Under License From Hortex

<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
OXCRON	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
BTK	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

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 I CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "MCGREGOR II, LLC" UNDER THE NAME OF "MCGREGOR II, LLC", A LIMITED LIABILITY COMPANY 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 9:03 O'CLOCK A.M.



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

ALLEN BOSTON

9234124

2755702 8100M

981304460

TRADEMARK
08-04-98
REEL: 1767 FRAME: 0922

**CERTIFICATE OF MERGER
OF
MCGREGOR I CORPORATION, a Delaware corporation
INTO
MCGREGOR II, LLC, a Delaware limited liability company**

Pursuant to Section 264
of the General Corporation Law
and Section 18-209
of the Limited Liability Act
of the State of Delaware

McGregor I Corporation, a corporation incorporated and existing under the provisions of the General Corporation Law of the state of Delaware, and McGregor II, LLC, a limited liability company organized and existing under the provisions of the Limited Liability Act of the state of Delaware, do hereby certify as follows:

FIRST: The name and jurisdiction of organization of the business entities that are to merge are McGregor I Corporation, a corporation which is incorporated in the state of Delaware, and McGregor II, LLC, a limited liability company that is formed in the state of Delaware.

SECOND: That an Agreement of Merger has been approved and executed, adopted, certified and acknowledged by each of McGregor I Corporation and McGregor II, LLC in accordance with their governing statutes.

THIRD: McGregor II, LLC shall be the surviving entity after the merger of McGregor I Corporation with and into McGregor II, LLC pursuant to the Agreement of Merger (the "Merger"). The name of the surviving entity after the Merger shall remain "McGregor II, LLC." The Certificate of Formation and the Limited Liability Company Agreement of McGregor II, LLC, as in effect before the Merger, shall remain the same from and after the Merger.

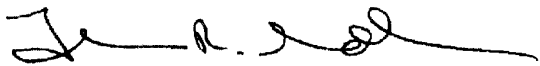
FOURTH: That the effective date and time of the Merger is July 1, 1997 at 5:00 p.m. Eastern Daylight Time.

FIFTH: The Agreement of Merger is on file at an office of McGregor II, LLC at its principal place of business, the address of which is 11200 East Forty-Fifth Avenue, Denver, Colorado 80239.

SIXTH: A copy of the Merger Plan will be furnished by McGregor II, LLC, on request and without cost, to any member of McGregor II, LLC and any shareholder or person holding an interest of McGregor I Corporation.


Each of McGregor I Corporation and McGregor II, LLC has caused this Certificate of Merger to be executed and acknowledged by its duly authorized officer or other representative on this 26th day of June, 1997.

MCGREGOR I CORPORATION, a Delaware corporation

By: 
Name: THOMAS R SANDORA
Title: PRESIDENT

MCGREGOR II, LLC,
a Delaware limited liability company

By: Samsonite Corporation, its Member

By: 
Name: D. MICHAEL CLAYTON
Title: VICE PRESIDENT - LEGAL

DENVER:0773549.01

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 an officer of the Corporation, 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.

Lynnda S. Knight
Notary Public

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

State of Colorado)
County of Denver) SS

A. Michael Clayton being duly sworn, deposes and says that he is the Vice President of Samsonite Corporation, the member of McGregor II, LLC, that he signed the foregoing Certificate of Merger on behalf of Samsonite Corporation in its capacity as member, 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.

Lynnda S. Knight
Notary Public

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

DENVER:0775021.01