

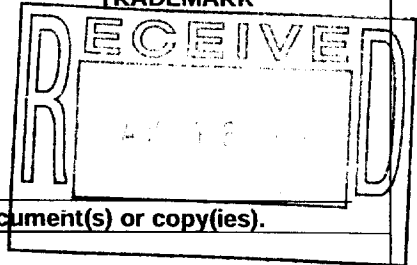
08-18-1999

MWD
8-16-99



101120525

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
07301999

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name CSC BRANDS, INC. Execution Date
Month Day Year

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 CSC BRANDS LP

DBA/AKA/TA _____

Composed of _____

Address (line 1) Campbell Place

Address (line 2) _____

Address (line 3) Camden City New Jersey State/Country 08103-1799 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.)

08/18/1999 RTHA11 00000061 75274011
Q1 FC:481 40.00 OP
Q2 FC:482 3025.00 OP

FOR OFFICE USE ONLY

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
TRADEMARK

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" value="75274011"/>	<input type="text" value="75288590"/>	<input type="text" value="75288591"/>	<input type="text" value="0047154"/>	<input type="text" value="0048461"/>	<input type="text" value="0048664"/>
<input type="text" value="75316811"/>	<input type="text" value="75349942"/>	<input type="text" value="75438840"/>	<input type="text" value="0299495"/>	<input type="text" value="0354003"/>	<input type="text" value="0382399"/>
<input type="text" value="75445285"/>	<input type="text" value="75451703"/>	<input type="text" value="75472367"/>	<input type="text" value="0424632"/>	<input type="text" value="0507653"/>	<input type="text" value="0600459"/>

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.

Bette J. Steele Bette J. Steele August 3, 1999
 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

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XX

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Registration Number(s)

<input type="text" value="75528910"/>	<input type="text" value="75531849"/>	<input type="text" value="75547564"/>
<input type="text" value="75582974"/>	<input type="text" value="75586725"/>	<input type="text" value="75586747"/>
<input type="text" value="75586748"/>	<input type="text" value="75586749"/>	<input type="text" value="75590314"/>
<input type="text" value="75590315"/>	<input type="text" value="75638691"/>	<input type="text" value="75639323"/>
<input type="text" value="75666679"/>	<input type="text" value="75747686"/>	<input type="text" value="75752632"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="0657519"/>	<input type="text" value="0678973"/>	<input type="text" value="0686419"/>
<input type="text" value="0698271"/>	<input type="text" value="0704073"/>	<input type="text" value="0704075"/>
<input type="text" value="0725692"/>	<input type="text" value="0726781"/>	<input type="text" value="0729530"/>
<input type="text" value="0804371"/>	<input type="text" value="0851571"/>	<input type="text" value="0851572"/>
<input type="text" value="0857584"/>	<input type="text" value="0915168"/>	<input type="text" value="0981242"/>
<input type="text" value="0981243"/>	<input type="text" value="1056191"/>	<input type="text" value="1177505"/>
<input type="text" value="1198976"/>	<input type="text" value="1246532"/>	<input type="text" value="1285492"/>

**RECORDATION FORM COVER SHEET
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

1321021	1321150	1348312
1349822	1388436	1389252
1411535	1449926	1451081
1498819	1531097	1544679
1628493	1638555	1664603
1690387	1791769	1800960
1807825	1810148	1813958

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Registration Number(s)

1822070	1829936	1830861
1835919	1839540	1846906
1856133	1861061	1864367
1873379	1880834	1895077
1925751	1943196	1943197
1951303	1953358	1979550
1982883	1993912	2023354

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Registration Number(s)

2052384	2052959	2054711
2066673	2069011	2069044
2079568	2089476	2116466
2116980	2116981	2126206
2132061	2133397	2133404
2135061	2137959	2138631
2139761	2145440	2148339

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2191330	2204387	2224431
2226569	0195293	
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Office of the Secretary of State

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:

"CSC BRANDS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CSC BRANDS LP" UNDER THE NAME OF "CSC BRANDS LP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 1999, AT 10:30 O'CLOCK A.M.



3073701 8100M
991317725

Edward J. Freel, Secretary of State

AUTHENTICATION:

9898209

DATE:

08-02-99

7-30-99

**CERTIFICATE OF MERGER
OF CSC BRANDS, INC. INTO CSC BRANDS LP
dated: July 30, 1999**

The undersigned limited partnership formed and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act, 6 Del.C. § 17-101, *et seq.* (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
CSC Brands, Inc.	Delaware
CSC Brands LP	Delaware

SECOND: An Agreement and Plan of Merger has been approved and executed in accordance with Section 17-211 of the Act and Section 263 of the General Corporation Law of the State of Delaware by (i) CSC Brands LP and (ii) CSC Brands, Inc.

THIRD: CSC Brands LP is the name of the surviving Delaware limited partnership.

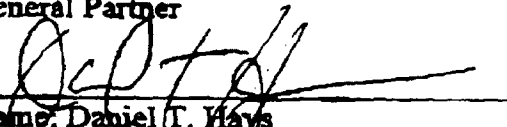
FOURTH: The merger of CSC Brands, Inc. into CSC Brands LP shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited partnership. The address of the principal place of business of the surviving limited partnership is Suite 102, 200 Continental Drive, Newark, DE 19713.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited partnership, on request and without cost, to any partner of CSC Brands LP and to any shareholder of CSC Brands, Inc.

CSC BRANDS LP

By: Campbell Finance 2 Corp.,
General Partner

By: 
Name: Daniel T. Hays
Title: Vice President - Taxes

W:\CVD\CAMPBELL\Delprop\cert.doc, July 29, 1999, 5:00 PM