



04-12-2002

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

04-03-2002  
U.S. Patent & TMO/TM Mail Rcpt Dt. #58



102053031

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

1. Name of conveying party(ies):

Wacoal America, Inc.

4-3-02

- Individual(s)
- General Partnership
- Corporation - New York
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 1, 1999

2. Name and address of receiving party(ies):

Wacoal America, Inc.  
One Wacoal Plaza  
Lyndhurst, N.J. 07071

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

Domestic representative is attached:  Yes  No  
Additional name(s) & address(es) attached?  Yes  No

4. (A.) Trademark Application No.(s)

76/353997 -- WACOAL TOUCH  
76/017857 -- B-SMOOTH

4. (B.) Trademark Registration No.(s)

2,521,138 -- SMOOTHLINE  
2,521,123 -- PERFECT CONTOUR  
1,805,392 -- SLIMLINE  
2,070,901 -- COTTON SUEDE  
1,960,557 -- BODY ACCENT  
1,851,534 -- BODY SUEDE  
1,195,255 -- MY FIRST BRA  
628,728 -- TEENFORM

Additional numbers attached?  Yes  No

5. Correspondence should be mailed to:

LAWRENCE E. ABELMAN  
ABELMAN, FRAYNE & SCHWAB  
150 East 42nd Street  
New York, New York 10017

6. Total number of applications and registrations involved:.....

10

7. Total fee (37 CFT 3.41): ..... \$ 265.00

Enclosed

(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account  
Deposit account number: 01-0035

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

LAWRENCE E. ABELMAN

Name of Person Signing

Signature

April 3 2002

Date

Total number of pages comprising cover sheet, attachments and documents:

4

04/11/2002 LUPELLER 00000278 76353997  
04 FEB 2002 49.00 IP  
04 FEB 2002 225.00 IP

State of Delaware  
Office of the Secretary of State PAGE 1

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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 OWNERSHIP, WHICH MERGES:

"WACOAL AMERICA, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "WACOAL AMERICA, INC." UNDER THE NAME OF "WACOAL AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2983454 8100M

981510133

AUTHENTICATION: 9498735

DATE: 12-31-98

**TRADEMARK**

**REEL: 002481 FRAME: 0857**

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**WACOAL AMERICA, INC.**  
(a New York corporation)

**WITH AND INTO**

**WACOAL AMERICA, INC.**  
(a Delaware corporation)

Wacoal America, Inc., a corporation organized and existing under the laws of the State of New York (the "Corporation") and holder of all of the outstanding shares of Wacoal America, Inc, a Delaware corporation, DOES HEREBY CERTIFY:

**FIRST:** That the Corporation is incorporated pursuant to the Business Corporation Law of the State of New York.

**SECOND:** That Wacoal America, Inc. ("Newco") is incorporated pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** The General Corporation Law of the State of Delaware permits a merger of a foreign corporation with and into a domestic corporation that is its wholly-owned subsidiary. The Corporation currently owns all of the issued and outstanding capital stock of Newco.

**FOURTH:** The Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged into Newco with Newco being the surviving corporation upon the effective date of the merger, and as surviving corporation, Newco shall continue to exist under the provisions of the laws of the State of Delaware. The separate corporate existence of the Corporation shall cease upon the effective date of the merger.

**FIFTH:** The name of the surviving corporation, Newco, is Wacoal America, Inc.

**SIXTH:** The Certificate of Incorporation of Newco shall be the Certificate of Incorporation of the surviving corporation.

**SEVENTH:** The Board of Directors of the Corporation adopted the following resolution by unanimous written consent dated as of December 24, 1998:

RESOLVED, that it is advisable and in the best interests of the Corporation for the Corporation to merge with and into Newco ("Merger"); and further

RESOLVED, that the Merger of the Corporation with and into Newco, with Newco being the surviving corporation and with the certificate of incorporation of Newco being the certificate of incorporation of the surviving corporation is hereby approved; and that the common stock, without par value, of Newco be issued pro rata to the holders of the common stock, without par value, of the Corporation on surrender of the certificates therefor; and further

RESOLVED, that the consummation of the Merger be effected pursuant to, and conditioned upon, the terms and conditions set forth in the Merger Agreement, dated as of December 28, 1998 between the Corporation and Newco; and further

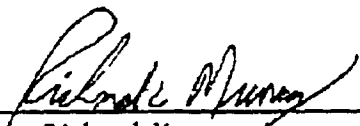
RESOLVED, that the effective time of the Certificate of Ownership and Merger shall be as of 0:00 on January 1, 1999, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

EIGHTH: The merger of the Corporation with and into Newco has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with laws of the State of New York.

NINTH: The executed Merger Agreement is on file at the office of the surviving corporation at One Wacoal Plaza, Lyndhurst, New Jersey 07071.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Richard Murray, its President, this 28th day of December, 1998.

WACOAL AMERICA, INC.  
a New York corporation

By:   
Name: Richard Murray  
Title: President

# ABELMAN, FRAYNE & SCHWAB

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U.S. Patent Agent

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04-03-2002

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #58

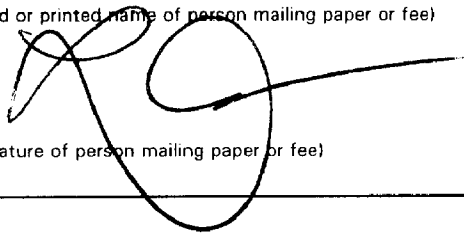
April 3, 2002

Box Assignments  
Commissioner of Patents and Trademarks  
2900 Crystal Drive  
Arlington, VA. 22202-3513

Re: **Wacoal America, Inc. (Merger)**  
**(Our Ref.: 8001275)**

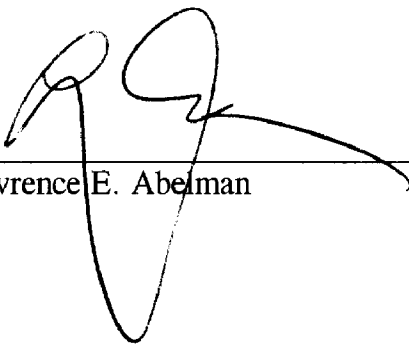
Dear Sir:

We submit for recording documents evidencing the merger of Wacoal America, Inc. (New York corporation) with and into Wacoal America, Inc. (Delaware corporation). Also enclosed is our check for the \$265 filing fee. Please charge Deposit Account No. 01-0035 for any official fees and additional amount not fully covered by the said check. Kindly acknowledge receipt of this filing by returning the attached card.

"Express Mail" number:	ET537518698US
Date of Deposit:	April 3, 2002
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.	
<u>Lawrence E. Abelman</u> (typed or printed name of person mailing paper or fee)	
 (Signature of person mailing paper or fee)	

Respectfully submitted,

ABELMAN FRAYNE & SCHWAB

By   
Lawrence E. Abelman

RECORDED: 04/03/2002

TRADEMARK  
REEL: 002481 FRAME: 0860