

12-04-2002

Form PTO-1504

RI

ET

U.S. DEPARTMENT OF COMMERCE

1-31-92



Patent and Trademark Office

To the Honorable Commissioner of

102300308

and original documents or copy hereof.

1. Name of conveying party(ies): **TMW Licensing II, Inc.** 11-503
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

Additional name(s) of conveying party(ies)
 Attached Yes No

2. Name and address of receiving party(ies):
 Name: TMW Licensing I, Inc.
 Address: 40650 Encyclopedia Circle
Fremont, CA 94538-2453
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & addresses attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: October 8, 2002

A. Trademark Application No.(s) B. Trademark Registration No.(s)
2,221,170 (V.I.P. CORPORATE PROGRAM)
 Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Mark N. Mutterperl
 Internal Address: Fulbright & Jaworski L.L.P.
 Street Address: 666 Fifth Avenue
 City: New York State: NY Zip: 10103

6. Total number of applications and registration involved: 23

7. Total fee (37 CFR 3.41) \$ 590.00
 Enclosed
 Authorized to be charged to deposit account
 (Only if total fee is not sufficient)

12/03/2002 6TOM11 00000110 2221170
 01 FC:0521 40.00 OP
 02 FC:0522 550.00 OP

8. Deposit account number:
 [NUMBER] 50.0624 Order No.: 09904055
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Mark N. Mutterperl
 Name of Person Signing

Signature

November 7, 2002
 Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

THE MEN'S WEARHOUSE

<u>MARK</u>	<u>REGISTRATION NUMBER</u>
YOU'RE GOING TO LIKE THE WAY YOU LOOK	2,287,625
CRICKETEER	1,511,073
VABENE	1,898,160
BARACUTA	1,512,835
JOSEPH & FEISS	840,537
CRICKET CLUB	1,378,155
BARACUTA	2,563,949
JOSEPH & FEISS	1,537,450
SUITS UNIVERSITY & DESIGN	2,279,745
SUITS UNIVERSITY	2,201,032
GW GENTLEMEN'S WEAR-HOUSE	1,369,166
I GUARANTEE IT!	2,121,497
THE MEN'S WEARHOUSE	1,521,918
THE MEN'S WEARHOUSE	1,672,903
VERSINI	2,167,997
COMMON THREADS	2,493,230
SUITS UNIVERSITY & DESIGN	2,208,114
MBA	1,839,359
THE MEN'S WEARHOUSE	2,374,245
BARACUTA	1,148,995
BARACUTA	2,235,127
BARACUTA	1,646,493

THE MEN'S WEARHOUSE

<u>MARK</u>	<u>REGISTRATION NUMBER</u>
YOU'RE GOING TO LIKE THE WAY YOU LOOK	2,287,625
CLOTHESLINES	2,332,948
VABENE	1,898,160
BARACUTA	1,512,835
JOSEPH & FEISS	840,537
CRICKET CLUB	1,378,155
BARACUTA	2,563,949
JOSEPH & FEISS	1,537,450
SUITS UNIVERSITY & DESIGN	2,279,745
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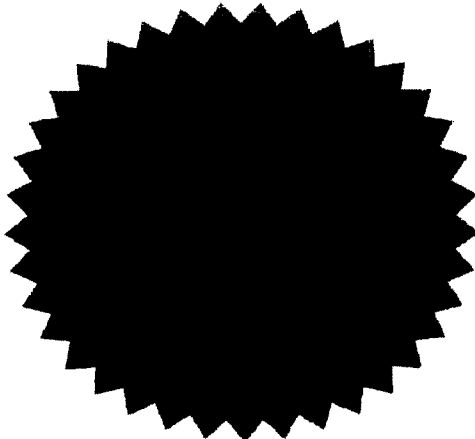
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 24 2002



Bill Jones

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 16 2002

BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP

MERGING

TMW LICENSING II, INC.

a California corporation

INTO

TMW LICENSING I, INC.

a California corporation

(Pursuant to Section 1110 of the California Corporations Code)

Eric J. Lane and Kathleen A. Miller, President and Assistant Secretary, respectively, of TMW Licensing I, Inc., a corporation fully organized and existing under and by virtue of the California Corporations Code, do hereby certify:

FIRST: That TMW Licensing I, Inc. ("Licensing I") and TMW Licensing II, Inc. ("Licensing II") are corporations duly organized and existing under and by virtue of the California Corporations Code.

SECOND: That Licensing I owns all of the outstanding shares of the capital stock of Licensing II, consisting of 100 common shares.

THIRD: That the board of directors of Licensing I adopted the following resolutions by unanimous written consent on October 8, 2002, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

"RESOLVED, that TMW Licensing II, Inc., a California corporation ("Licensing II"), which is a wholly-owned subsidiary of TMW Licensing I, Inc., a California corporation ("Licensing I"), merge with and into Licensing I pursuant to Section 1110 of the California Corporations Code, and that Licensing I assume all of the obligations of Licensing II; and

RESOLVED, that the proper officers of Licensing I are hereby authorized and empowered to file the necessary documents with the Secretary of State of the State of California, to incur the necessary expenses therefor and to take, or cause to be taken, all such further action and to execute and deliver or cause to be executed and delivered, in the name of and on behalf of Licensing I, all such further instruments and documents as any such officer may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interests of Licensing I (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be, by or under the direction of any such officer)."

The undersigned declare
under penalty of perjury under the laws of the State of California that the matters set forth in this
certificate are true and correct of our own knowledge.

Dated October 8, 2002

By: 

Name: Eric J. Lane

Title: President

By: _____

Name: Kathleen A. Miller

Title: Assistant Secretary

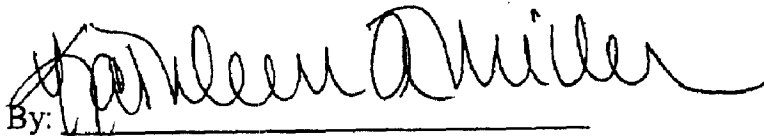
The undersigned declare
under penalty of perjury under the laws of the State of California that the matters set forth in this
certificate are true and correct of our own knowledge.

Dated October 11, 2002

By: _____

Name: Eric J. Lane

Title: President



By: _____

Name: Kathleen A. Miller

Title: Assistant Secretary



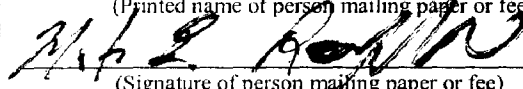
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registrations of:)
)
 TMW Marketing Company, Inc.)
)
 Registration No.: 2,221,170)
)
 Mark: V.I.P. CORPORATE PROGRAM)
)
 and trademarks listed on the annexed)
 Schedule)
)

I hereby certify that this paper or fee is being deposited with the United States Postal Service with sufficient postage as first class mail under 37 C.F.R. 1.8 and is addressed to Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513 on November 7, 2002.

Martin E. Rosenfeld

(Printed name of person mailing paper or fee)



(Signature of person mailing paper or fee)

TRANSMITTAL LETTER

Please record the enclosed documents showing TMW Marketing Company, Inc., as the "assignee" against the trademark registrations listed herein:

The appropriate trademark cover sheets are also enclosed which indicate:

1. Name of Assignor: TMW Licensing II, Inc.
 Name of Assignee: TMW Licensing I, Inc.
 Nature of transfer: Certificate of Ownership Merging TMW Licensing II, Inc. Into TMW Licensing I, Inc.
 Execution Date: October 8, 2002

2. Name of Assignor: TMW Licensing I, Inc.
 Name of Assignee: TMW Marketing Company, Inc.
 Nature of transfer: Certificate of Ownership Merging TMW Licensing I, Inc. Into TMW Marketing Company, Inc.
 Execution Date: October 8, 2002

The registrations against which the changes in step 1 and step 2 above are to be recorded are:

2,221,170
 2,287,625
 1,511,073
 1,898,160
 1,512,835
 840,537
 2,563,949
 1,537,450
 2,279,745
 2,201,032
 1,369,166
 2,121,497
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 1,672,903
 2,167,997
 2,493,230
 2,208,114
 1,839,359
 2,374,245
 1,148,995
 2,235,127
 1,646,493

The Name and Address of Party to whom correspondence concerning this document should be mailed is:

Mark N. Mutterperl
 Fulbright & Jaworski L.L.P.
 666 Fifth Avenue
 New York, New York 10103
 Attention: Mark N. Mutterperl

Number of Registration(s) for Steps 1 and 2: 23


Total amount of enclosed checks is \$1,180.00 (two checks for \$590.00 each). If the checks are not enclosed or are insufficient, please charge any additional fees to Deposit Account No.: 50-0624 Order No.: 09904055.

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

Dated: November 7, 2002

666 Fifth Avenue
New York, New York 10103
Tel. (212) 318-3182
Fax. (212) 318-3400

By  _____
Mark N. Mutterperl

Enclosures:

- 2 Recordation Form Cover Sheets
- 2 checks in the amount of \$590.00 each