

Manufacturing Co., Inc., and assuming all of the liabilities and obligations of Slater Manufacturing Co., Inc.; and

WHEREAS, at a meeting duly called and held on October 19, 1949, resolutions were duly adopted by the Board of Directors of Slater Manufacturing Co., Inc., approving a plan of liquidation of Slater Manufacturing Co., Inc., dated October 11, 1949, which plan embodies a proposed merger of Slater Manufacturing Co., Inc., into J. P. Stevens & Co., Inc., and authorizing the appropriate officers of Slater Manufacturing Co., Inc., to do all acts and things necessary or proper to effectuate the merger of Slater Manufacturing Co., Inc., into J. P. Stevens & Co., Inc.; and

WHEREAS, there has on this 31st day of October, 1949, been filed in the office of the Secretary of State of the State of Delaware a certificate of ownership merging Slater Manufacturing Co., Inc., into J. P. Stevens & Co., Inc.; and

WHEREAS, all acts and things requisite and necessary to be done to accomplish the merger of Slater Manufacturing Co., Inc., into J. P. Stevens & Co., Inc., under Section 59-A of the General Corporation Law of the State of Delaware, have been done and performed; and

WHEREAS, by a Bill of Sale and divers other instruments delivered contemporaneously herewith, the grantor has assigned, transferred, set-over and sold to the grantee all of its personal property, including its rights, privileges and franchises; and

WHEREAS, pursuant to the authority and direction of the Board of Directors of the grantor, and pursuant to the plan of liquidation of the grantor dated October 11, 1949, which embodies the merger agreement, and which plan of liquidation has been duly adopted and approved by the Boards of Directors of the grantor .