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HEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

101187809

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

1. Name of conveying party(ies):

Borden Decorative Products, Inc.

- Individual(s)
 - Association
 - General Partnership
 - Limited Partnership
 - Corporate-State - Delaware
 - Other _____
- Additional name(s) of conveying party(ies) attached Yes No

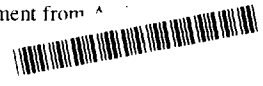
2. Name and address of receiving party(ies):

Name: The Imperial Home Decor Group (US) LLC
 Internal Address: _____
 Street Address: 23645 Mercantile Road
 City: Cleveland State: OH Zip: 44122

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from _____)
Additional name(s) & address(es) _____



10-25-1999
U.S. Patent & TMO:TM Mail Rcpt Dt. #64

3. Nature of conveyance:

- Assignment
 - Merger
 - Security Agreement
 - Change of Name
 - Other _____
- Execution Date: March 13, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

R.N. 2,277,362

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ketan K. Patel, Esq.
 Internal Address:
McDonald, Hopkins, Burke & Haber Co., L.P.A.
 Street Address: 2100 Bank One Center
600 Superior Ave., E.
 City: Cleveland State: OH Zip: 44114-2653

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-0265

(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 is true and correct and any attached copy is a true copy of the original document.

Ketan K. Patel, Esq.

Name of Person Signing

Ketan Patel

Signature

10/25/99

Date

10/29/1999 MTHAI1 00000168 130265 2277362

Total number of pages comprising cover sheet: 1

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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:

"BORDEN DECORATIVE PRODUCTS, INC.", A DELAWARE CORPORATION, WITH AND INTO "THE IMPERIAL HOME DECOR GROUP (US) LLC" UNDER THE NAME OF "THE IMPERIAL HOME DECOR GROUP (US) LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF MARCH, A.D. 1998, AT 2:22 O'CLOCK P.M.

2558985 8100M

981384558



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State
9338417

AUTHENTICATION: 10-05-98

DATE:

TRADEMARK
REEL: 001982 FRAME: 0555

CERTIFICATE OF MERGER

OF

BORDEN DECORATIVE PRODUCTS, INC.

INTO

THE IMPERIAL HOME DECOR GROUP (US) LLC

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company 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>
Borden Decorative Products, Inc.	Delaware
The Imperial Home Decor Group (US) LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified and executed and acknowledged in accordance with Section 264(c) and Section 228 of the General Corporation Law of the State of Delaware and in accordance with Section 18 - 209 of the Delaware Limited Liability Company Act by Borden Decorative Products, Inc. and The Imperial Home Decor Group (US) LLC.

THIRD: The name of the surviving Delaware limited liability company is The Imperial Home Decor Group (US) LLC.

FOURTH: The merger 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 liability company. The address of the principal place of business of the surviving limited liability company is 23645 Mercantile Road, Cleveland, Ohio, 44122.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost to any member of The Imperial Home Decor Group (US) LLC.

THE IMPERIAL HOME DECOR GROUP (US) LLC

By: David Blitzer
Name: DAVID BLITZER
Title: VICE PRESIDENT

McDonald, Hopkins,
Burke & Haber CO., L.P.A.
ATTORNEYS AT LAW

2100 Bank One Center
600 Superior Avenue, E.
Cleveland, OH 44114-2653
Telephone (216) 348-5400
Fax (216) 348-5474
www.mhbh.com

Direct Dial: (216) 348-5418
e-Mail: kkp@mhbh.com

October 25, 1999



10-25-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #64

Via Express Mail
EL076515540US

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513
Attn: Box ASSIGNMENT FEE

**Re: Assignment Pursuant to Merger of Registrant
Borden Decorative Products, Inc. with and into
The Imperial Home Decor Group (US) LLC**

Dear Assistant Commissioner for Trademarks:

I am forwarding for recording an assignment pursuant to merger of the following identified registered trademark from Borden Decorative Products, Inc. a Delaware corporation with and into The Imperial Home Decor Group (US) LLC, a Delaware limited liability company:

TRADEMARK
REALIFE

REGISTRATION NO.
2,277,362

Attached to the Cover Sheet is an original Certificate of Merger for Borden Decorative Products, Inc. with and into The Imperial Home Decor Group (US) LLC certified by the Delaware Secretary of State. The surviving limited liability company after the merger is The Imperial Home Decor Group (US) LLC, a Delaware limited liability company.

In addition, I am enclosing a Deposit Account Order Form for the assignment so that the filing fee may be charged to my Deposit Account (No. 13-0265).

116205:

RECORDED: 10/25/1999

**TRADEMARK
REEL: 001982 FRAME: 0558**