

07-18-2001



**OVER SHEET** : ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.  1. Name of conveying party(ies):     Liberty Finance Company, Inc.    Individual(s)	OMB No. 0651-0027 (ex 101781449	) OIL I
1. Name of conveying party(ies): Liberty Finance Company, Inc.    Company Finance Company, Inc.		<b>V V V</b>
Name: Walls Holding Company, Inc.   Internal Address:   General Partnership   Limited Partnership   Corporation-State   Other   Individual(s) of conveying party(ies) attached?   Yes   No   No   Yes   No   No   No   No   No   Yes   No   No   No   No   No   No   No   N	To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.	
Individual(s)  General Partnership  Corporation-State  Other  Additional name(s) of conveying party(ies) attached? Yes No  3. Nature of conveyance:  Change of Name  Other  Execution Date:  December 28, 1993  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  74496721  Additional number(s) or registration number(s):  A. Trademark Application No.(s)  74496721  Additional number(s) address of party to whom correspondence concerning document should be mailed:  Name:  Allison Engel  Neret Address: 1995 North Main Street  City: Cleburne State: Texas Zip.76031  Individual(s) citizenship  Association  General Partnership  Limited Partnership  Limited Partnership  Limited Partnership  Corporation-State Delaware  Coporation-State Delaware  Co	1. Name of conveying party(ies):	
Address: Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party(s) attached? Assignment General Partnership Corporation-State Other Assignment Change of Name Other Execution Date: December 28, 1993  4. Application number(s) or registration number(s): A Trademark Application No.(s) Trademark Application No.(s) Trademark Application No.(s) Taken and address of party to whom correspondence concerning document should be mailed: Name: Allison Engel Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison  Address: I 285 Avenue of the Americas  ONOT USE THIS SPACE  Address: June 21, 2001 Signature  Address: June 21, 2001 Signature  Address: June 21, 2001 June 21, 2001 Date	Liberty Finance Company, Inc.	Name: Walls Holding Company, Inc.
Street Address: 1905 North Main Street City: Cleburne State: Texas Zip76031  Additional name(s) of conveying party(ies) attached? Vesson  Additional name(s) of conveying party(ies) attached? Vesson  3. Nature of conveyance:  Assignment Other  Security Agreement Other  Execution Date: December 28, 1993  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  74496721  Additional number(s) attached Yes No  5. Name and address of party to whom correspondence concerning document should be mailed: Name: Allison Engel  Internal Address: 1285 Avenue of the Americas  Other  Enclosed  Authorized to be charged to deposit account)  DONOT USE THIS SPACE  Street Address: 1905 North Main Street City: Cleburne State: Texas Zip76031  Individual(s) citizenship  Individual(s) citizenship  Association  General Partnership  Corporation-State Delaware  Cother  Individual(s) citizenship  Association  General Partnership  Corporation-State Delaware  Cother  Individual(s) citizenship  Association  General Partnership  Corporation-State Delaware  Cother  Insegned and domisted in htp United States, a damestic  Internal Address attached Other  Internal Address of party to whom correspondence concerning document should be mailed:  Name: Allison Engel  Other  Street Address: 1285 Avenue of the  Americas  Other  Additional number(s) attached  Yes No  6. Total number of applications and registrations involved:  1		
Street Address: 1905 North Main Street City. Cleburne State: Texas Zip.76031  Individua(s) citizenship Assignment Street Address: 1905 North Main Street City. Cleburne State: Texas Zip.76031  Individua(s) citizenship Association General Partnership Corporation-State Delaware Corporation-Sta	☐ Individual(s) ☐ Association	
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Security Agreement Other Execution Date: December 28, 1993  4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  7. Trademark Application No.(s)  8. Trademark Application No.(s)  7. Name and address of party to whom correspondence concerning document should be mailed:  Name: Allison Engel  Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison  Street Address: 1285 Avenue of the  Americas  City: NY State: NY Zip: 6064  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.  Allison Engel  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.  Allison Engel  Name of Person Signing  Signature  Other  It seignes is not demical in the United States, a domestic propression and stached: No United States, a domestic propression and teached. No No (Designation is attached: No No (Designation is not leach to wis him of the assignation is attached: No No (Designation is not leach to wis him of person Signing)  Additional number(s)  Additional number(s) attached: No No (Designation is not lead attached: No No (Designation is not leached to was labeled in the United States. No No (Designation is attached: No	3. Nature of conveyance:	Limited Partnership
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(Designations must be a separate document from assignment) Additional name(s) & address(se) attached? No. (S)  A. Trademark Application No.(s)  74496721  Additional number(s) attached Yes No.  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Allison Engel  Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison  Street Address: 1285 Avenue of the Americas  City: NY State: NY Zip: 6064  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.  Allison Engel  Name of Person Signing  (Designations must be a separate document from assignment) No. (S)  Additional name(s) & address(se) attached? 2.1 0  B. Trademark Registration No.(s)  A Total number of applications and registrations involved:		If assignee is not domiciled in the United States, a domestic
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74456721 Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 11:00 AM 12/28/1993 713362021 - 948782

## CERTIFICATE OF OWNERSHIP AND MERGER

OF

## LIBERTY FINANCE COMPANY, INC.

## WITH AND INTO

## WALLS HOLDING COMPANY, INC.

Under Section 253 of the General Corporation Law of the State of Delaware, Walls Holding Company, Inc., a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation owns all of the outstanding capital stock of Liberty Finance Company, Inc., a Delaware corporation ("Liberty Finance"), consisting of shares of Liberty Finance Series A Preferred Stock, par value \$0.01 per share, shares of Liberty Finance Series B Preferred Stock, par value \$0.01 per share, and shares of Liberty Finance Common Stock, par value \$0.01 per share;

SECOND: That the Board of Directors of the Corporation adopted by unanimous written consent dated December  $2\ell$ , 1993, the following resolutions in connection with the merger of Liberty Finance with and into the Corporation:

RESOLVED: That, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation cause Liberty Finance Company, Inc., a Delaware corporation ("Liberty Finance") and a whollyowned subsidiary of the Corporation, to be merged with and into the Corporation (the "Merger"); that the effective time of the Merger (the "Effective Time") shall be upon the filing of the Certificate of Ownership and Merger of Liberty Finance with and into the Corporation with the office of the Delaware Secretary of State; that it is in the best interests of Liberty Finance and the Corporation that the corporations merge, with the Corporation being the surviving corporation (the "Surviving Corporation"); and that at the Effective Time, the Corporation shall assume all of Liberty Finance's liabilities and obligations, the identity, existence, rights, privileges, powers, franchises, properties and assets of the Corporation shall continue unaffected and unimpaired by the Merger, and the identity and separate existence of Liberty Finance shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Liberty Finance shall be vested in the

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Corporation; and that the President, any Vice President, and the Secretary and any Assistant Secretary of the Corporation at the time in office be and they are and each of them acting singly is hereby authorized, in the name and on behalf of the Corporation, to take any and all action and to execute and deliver any and all documents, agreements, instruments or certificates, including without limitation executing and filing a Certificate of Ownership and Merger pursuant to Sections 103 and 253 of the General Corporation Law of Delaware, and to do or cause to be done any and all other things as may in his or their judgment be necessary, desirable or appropriate in order to give effect to and carry out the intent of these resolutions, the execution and delivery of any such documents, instruments or certificates and the taking of any such action to be conclusive evidence that the same has been approved by this Board of Directors.

- RESOLVED: That from and after the Effective Time and thereafter until amended as provided by law, the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation and the By-laws of the Corporation shall be the By-laws of the Surviving Corporation, as in effect immediately prior to the Effective Time.
- RESOLVED: That at the Effective Time each share of authorized capital stock of Liberty Finance outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of Liberty Finance or the Corporation, be cancelled and no payment shall be made in respect thereof.
- RESOLVED: That these resolutions may be rescinded by the Board of Directors of the Corporation at any time before the Effective Time.

THIRD: That this Certificate of Ownership and Merger shall be effective upon filing with the office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this Certificate and hereby affirms under the penalties of perjury that its contents are true this  $2f^{\mu}$  day of December, 1993.

WALLS HOLDING COMPANY, INC.

Drogident

ATTEST:

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**RECORDED: 06/21/2001** 

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