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To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

Name of conveying party(ies):

Welcome Home, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State DE
- Other _____

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

Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Conversion of Del. Corp to Del. LLC

Execution Date: May 22, 2002

2. Name and address of receiving party(ies)

Name: Welcome Home LLC

Internal Address: c/o Jordan Industries, Inc.

Street Address: 1751 Lake Cook Rd.

City: Deerfield State: IL ZIP: 60015

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

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) & address(es) attached? Yes No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

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

06/25/2002 AMMED1 00000207 1924346

DO NOT USE THIS SPACE

01 EC:441 40.00 OP
02 EC:442 125.00 OP

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.

Laura Konrath
Name of Person Signing

[Signature]
Signature

6/10/02
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 002530 FRAME: 0916

Continuation
Item 4

SCHEDULE A

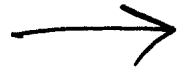
TO

TRADEMARK SECURITY AGREEMENT

Dated as of August 16, 2001

Trademarks Owned By Cape Craftsmen, Inc.

<u>TRADE MARK</u>	<u>DATE OF REGISTRATION OR APPLICATION</u>	<u>REGISTRATION NUMBER</u>	<u>STATUS</u>
① It's A Wonderful Life Gift collection		U.S. 1,924,346	Registered
② Timbercreek Collection		U.S. 1,900,655	Registered
③ Welcome Home		U.S. 1,998,885	Registered
④ Cape Craftsmen		U.S. 1,511,326	Registered



Schedule A

CH_D0CS341187.1 (W97)

(THU) 5:30:02 11:20/ST. 11:18/NO. 4861980712 P 7

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FROM LATHAM & WATKINS CHICAGO #5

TRADEMARK
REEL: 002530 FRAME: 0917

Continuation
Item 4

SCHEDULE A
TO
TRADEMARK SECURITY AGREEMENT

Dated as of August 16, 2001

Trademarks Owned By Welcome Home, Inc.

<u>TRADE MARK</u>	<u>DATE OF REGISTRATION OR APPLICATION</u>	<u>REGISTRATION NUMBER</u>	<u>STATUS</u>
5 6 Home Again Welcome Home		U.S. 1,680,726	Registered
		U.S. 1,998,885	Registered

6 TOTAL

Schedule A

CH_DOCS\341183.1 (W97)

(THU) 5.30'02 11:19/ST.11:18/NO.4861980712 P 4

FROM LATHAM & WATKINS CHICAGO #5

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TRADEMARK
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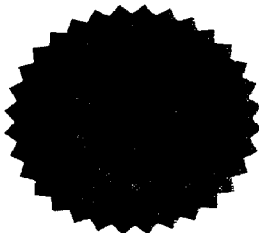
Delaware

PAGE 1

②

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WELCOME HOME, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WELCOME HOME, INC." TO "WELCOME HOME LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2002, AT 12:05 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2013578 8100V

020326721

AUTHENTICATION: 1790967

DATE: 05-22-02

TRADEMARK

REEL: 002530 FRAME: 0919

CERTIFICATE OF CONVERSION
OF
WELCOME HOME, INC.
(a Delaware corporation)
FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY
(Pursuant to Section 266 of
the Delaware General Corporation Law)

This Certificate of Conversion of Welcome Home, Inc., a Delaware corporation (the "Corporation"), dated as of May 22, 2002, is being duly executed and filed by Gordon L. Nelson, Jr., as an authorized officer of the Corporation, to convert the Corporation to a Delaware limited liability company pursuant to Section 266 of the Delaware General Corporation Law (the "DGCL").

FIRST: The name of the Corporation is "Welcome Home, Inc." The name under which the Corporation was originally incorporated was "Cape Craftsmen Holdings, Inc."


SECOND: The date on which the original certificate of incorporation of the Corporation was filed with the Delaware Secretary of State was July 22, 1983.

THIRD: The name of the limited liability company into which the Corporation shall be converted shall be "Welcome Home LLC."

FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the DGCL and by the written consent of the sole stockholder of the Corporation in accordance with the provisions of Section 228 of the DGCL.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

WELCOME HOME, INC.

By: 
Gordon L. Nelson, Jr.,
Vice President

CHI:1000103

312 750 0660 P.05/08

CT CORP

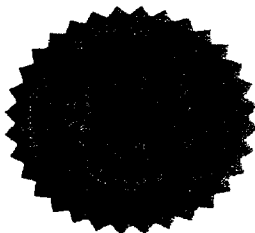
MAY-22-2002 10:55

Delaware

The First State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "WELCOME HOME LLC" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2002, AT 12:05 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2013578 8100V

020326721

AUTHENTICATION: 1790967

DATE: 05-23-02

TRADEMARK

REEL: 002530 FRAME: 0921

DIVISION OF CORPORATIONS
FILED 12:05 PM 05/22/2002
020326721 - 2013578

CERTIFICATE OF FORMATION

OF

WELCOME HOME LLC
(a Delaware limited liability company)

**(Pursuant to Section 201 of
the Delaware Limited Liability Company Act)**


This Certificate of Formation of Welcome Home LLC, dated as of May 22, 2002, is being duly executed and filed by Gordon L. Nelson, Jr., as an authorized person, to form a limited liability company (the "LLC") under the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company formed hereby shall be "Welcome Home LLC."

SECOND: The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Gordon L. Nelson, Jr.,
Authorized Person

CRH:1634023.3

312 750 0660 P. 06/08

CT CORP 10:56 MAY-22-2002

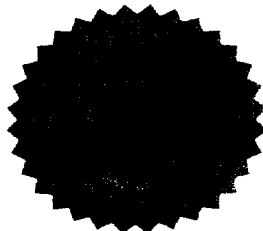
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WELCOME HOME LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2013578 8300

AUTHENTICATION: 1791243

020327608

DATE: 05-22-02

RECORDED: 06/20/2002

TRADEMARK
REEL: 002530 FRAME: 0923