

10-22-2002



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TRADEMARKS ONLY

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Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):  
Tanner Companies, LLC  
581 Rock Road  
Rutherfordton, NC 28139  
*MRD 10-15-02*  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other a Georgia Limited Liability Company  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Tanner Companies, LLC  
Internal Address:  
Street Address: 581 Rock Road  
City: Rutherfordton State: NC Zip: 28139  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other a North Carolina 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 assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other  
Execution Date: September 26, 2002

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_  
SEE ATTACHED SCHEDULE  
B. Trademark Registration No.(s) \_\_\_\_\_  
SEE ATTACHED SCHEDULE  
Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Steven D. Thomas  
Internal Address: Moore & Van Allen, PLLC  
Street Address: 2200 West Main Street  
Suite 800  
City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 22  
7. Total fee (37 CFR 3.41).....\$ 565.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
50-2316

DO NOT USE THIS SPACE

9. Signature.  
Steven D. Thomas  
Name of Person Signing  
*Steven D. Thomas*  
Signature  
October 15, 2002  
Date  
Total number of pages including cover sheet, attachments, and document: 08

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2002 OCT 15 AM 9:32  
FINANCE SECTION

10/21/2002 MUELLER 00000144 690982

01 FC:8521 40.00 OP  
02 FC:8522 525.00 OP

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

Name of Conveying Party:

Tanner Companies Acquisition, LLC  
581 Rock Road  
Rutherfordton, NC 28139

(a North Carolina Limited Liability Company)

**Tanner Companies, LLC**  
**(North Carolina Limited Liability Company)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
DONCASTER	690982	1/5/60
DONCASTER	688018	11/10/59
DONCASTER	927362	1/18/72
DONCASTER & DD	2403273	11/14/00
D DONCASTER	359995	9/6/38
DONCASTER II	1431260	3/3/87
DONCASTER SPORT	1251731	9/20/83
TANNER	702317	8/2/60
TANNER	1490288	5/31/88
TANNER SPORT	1205510	8/17/82
TANNERSPORT	1491236	6/7/88
TANNERWAY	875185	8/19/69
XIA (Stylized)	1205564	8/17/82
YOUNG TRADITIONS	943854	10/3/72

**Pending Applications**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
DD	75571919	10/16/98
ELANA	76274065	6/20/01
ELANA BY TANNER	76060555	5/31/00
T	76060554	5/31/00
T TANNER	76060556	5/31/00
TANNER ACCESSORIES	76060559	5/31/00
TANNER DESIGNS	76060557	5/31/00
TANNER HOME	76060558	5/31/00



# NORTH CAROLINA

## Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER**  
**OF**  
**TANNER COMPANIES, LLC**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 27th day of September,  
2002

*Elaine F. Marshall*

Secretary of State

Certification Number: 6449277-1 Page: 1 of 8 Ref.# 0  
Verify this certificate online at [www.secretary.state.nc.us/Verification](http://www.secretary.state.nc.us/Verification).

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SOSID: 0646720  
Date Filed: 9/26/2002 2:14 PM  
Effective: 9/27/2002  
Elaine F. Marshall  
North Carolina Secretary of State

*State of North Carolina  
Department of the Secretary of State*

**ARTICLES OF MERGER  
(Cross-entity Merger)**

Pursuant to North Carolina General Statute Sections 55-11-10(d), 55A-11-09(d), 57C-9A-22, 59-73.5 and 59-1056, as applicable, the undersigned surviving entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Tanner Companies Acquisition, LLC a (check one)  corporation,  nonprofit corporation,  professional corporation,  limited liability company,  limited partnership,  partnership,  limited liability partnership organized under the laws of North Carolina.

2. The address of the surviving entity is:

Street Address 581 Rock Road City Rutherfordton  
State North Carolina Zip Code 28139 County Rutherford

3. The name of the merged entity is Tanner Companies, LLC, a (check one)  corporation,  nonprofit corporation,  professional corporation,  limited liability company,  limited partnership,  partnership,  limited liability partnership organized under the laws of Georgia.

4. Attached is a copy of the Plan of Merger that was duly approved by each merging business entity or unincorporated entity in the manner required by law.

5. With respect to the surviving entity (check the appropriate response):

a. If the surviving entity is a North Carolina corporation or professional corporation:  
(i)  Shareholder approval was not required for the merger.  
(ii)  Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 or Chapter 55B, if applicable, of the North Carolina General Statutes.

b. If the surviving entity is a North Carolina nonprofit corporation:  
(i)  Member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.  
(ii)  Member approval was required for the merger, and the plan of merger was approved by the members as required by Chapter 55A of the North Carolina General Statutes.  
(iii)  Approval of the plan of merger by some person or persons other than the members or the board was required pursuant to N.C.G.S. Section 55A-11-03(a)(3), and such approval was obtained.

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- c. If the surviving entity is a North Carolina limited liability company:  
(i) \_\_\_ The merger was approved in the manner provided by the articles of organization or a written operating agreement providing for approval of a merger with the type of business entity contemplated in the plan of merger.  
(ii) x The merger was approved by the unanimous consent of the members of the limited liability company.
- d. If the surviving entity is a North Carolina partnership, including a limited liability partnership, or a North Carolina limited partnership:  
(i) \_\_\_ The merger was approved in the manner provided in a written partnership agreement that is binding on all the partners for approval of a merger with the type of business entity contemplated in the plan of merger.  
(ii) \_\_\_ The merger was approved by the unanimous consent of the partners.
- e. \_\_\_ The surviving entity is a foreign entity, including a corporation, nonprofit corporation, professional corporation, limited liability company, partnership, limited liability partnership or limited partnership, and the merger was approved in accordance with the laws of the state or country governing the organization and internal affairs of the foreign entity.
6. With respect to the merged entity (check the appropriate response):
- a. If the merged entity is a North Carolina corporation or professional corporation.  
(i) \_\_\_ Shareholder approval was not required for the merger.  
(ii) \_\_\_ Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 or Chapter 55B, if applicable, of the North Carolina General Statutes.
- b. If the merged entity is a North Carolina nonprofit corporation:  
(i) \_\_\_ Member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.  
(ii) \_\_\_ Member approval was required for the merger, and the plan of merger was approved by the members as required by Chapter 55A of the North Carolina General Statutes.  
(iii) \_\_\_ Approval of the plan of merger by some person or persons other than the members or the board was required pursuant to N.C.G.S. Section 55A-11-03(a)(3), and such approval was obtained.
- c. If the merged entity is a North Carolina limited liability company:  
(i) \_\_\_ The merger was approved in the manner provided by the articles of organization or a written operating agreement providing for approval of a merger with the type of business entity contemplated in the plan of merger.  
(ii) \_\_\_ The merger was approved by the unanimous consent of the members of the limited liability company.

- d. If the merged entity is a North Carolina partnership, including a limited liability partnership, or a North Carolina limited partnership:  
(i) \_\_\_ The merger was approved in the manner provided in a written partnership agreement that is binding on all the partners for approval of a merger with the type of business entity contemplated in the plan of merger.  
(ii) \_\_\_ The merger was approved by the unanimous consent of the partners.
- e.   x   The merged entity is a foreign entity, including a corporation, nonprofit corporation, professional corporation, limited liability company, partnership, limited liability partnership or limited partnership, and the merger was approved in accordance with the laws of the state or country governing the organization and internal affairs of the foreign entity.
7. The merger is permitted by the law of the state or country governing the organization and internal affairs of each merging business entity.
8. Each business entity that is a party to the merger has complied or shall comply with the applicable laws of the state or country governing its organization and internal affairs.
9. These articles shall be effective September 27, 2002 at 4:00 p.m., Eastern Standard Time.

This the 26 day of September, 2002.

Tanner Companies Acquisition, LLC,  
Surviving Limited Liability Company

By: Apogee 21, Inc., a North Carolina  
corporation, Manager

By: *A. Pell Tanner, Sr.*  
Title: A. Pell Tanner, Sr. Vice President

Notes:

\*A "Cross-entity Merger" may involve one or more business corporations, nonprofit corporations, limited liability companies, partnerships, limited liability partnerships or limited partnerships. The phrase "Cross-entity Merger" is used solely for administrative and identification purposes within the Department of the Secretary of State.

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

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Certificate Number: 6449277-1 Ref: 4982505 Page: 5 of 8

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**PLAN OF MERGER  
OF  
TANNER COMPANIES, LLC  
INTO  
TANNER COMPANIES ACQUISITION, LLC**

THIS PLAN OF MERGER (the "Plan") is entered into by and between Tanner Companies, LLC, a Georgia limited liability company ("TC") and Tanner Companies Acquisition, LLC, a North Carolina limited liability company ("Acquisition")

**ARTICLE I**

**THE MERGER**

1.1 Approval. The sole manager and all of the members of TC and the sole manager and all of the members of Acquisition have all approved of this Plan. With respect to TC, this Plan was approved in accordance with the laws of the State of Georgia, the state governing the organization and internal affairs of TC.

1.2 Surviving Entity. In accordance with the provisions of this Plan, the North Carolina Limited Liability Company Act (the "Act") and the Georgia Limited Liability Company Act (the "GLLCA"), at the Effective Time (as defined in Section 1.7 below), TC shall be merged with and into Acquisition (the "Merger"). At the Effective Time, the separate existence of TC shall cease and Acquisition ("Surviving LLC") shall be the surviving limited liability company. Acquisition shall succeed, insofar as permitted by law, to all of the rights, assets, liabilities, and obligations of TC.

1.3 Articles of Organization. The Articles of Organization of Acquisition, as filed September 24, 2002 with the North Carolina Secretary of State, shall be the Articles of Organization of the Surviving LLC.

1.4 Members of the Surviving LLC. The members of TC and the members of Acquisition immediately prior to the Effective Time shall be the members of the Surviving LLC.

1.5 Manager of the Surviving LLC. Apogee 21, Inc., a North Carolina corporation, and the manager of Acquisition immediately prior to the Effective Time shall be the manager of the Surviving LLC.

1.6 Name of the Surviving LLC. At the Effective Time, the Articles of Organization of the Surviving LLC shall be deemed amended in the following manner:

Article 1. Shall be deleted in its entirety and replaced with the following:

"1. The name of the limited liability company is "Tanner Companies, LLC."

1.7 Effective Time. Upon the terms and subject to the conditions hereof, the parties hereto will cause the merger of TC with and into Acquisition to be consummated by filing Articles of Merger with the North Carolina Secretary of State and with the Secretary of State of Georgia in such form as required by, and executed in accordance with, the Act and the GLLCA respectively. The effective time and date of the Merger shall be September 27, 2002, at 4:00 p.m., Eastern Standard Time (the "Effective Time").

## ARTICLE II

### CONVERSION OF INTERESTS

By virtue of the Merger, each member of TC shall become a member of the Surviving LLC. The percentage ownership interest in TC of each member of TC and the percentage ownership in Acquisition shall be converted into an equal percentage membership interest in the Surviving LLC. Below is a list of the members in TC immediately before the Merger who shall become members of the Surviving LLC immediately after the Merger, their membership interests in TC immediately before the Merger, and their membership interests in the Surviving LLC immediately after the Merger:

<u>TC Member</u>	<u>TC Membership Interest</u>	<u>Surviving LLC Membership Interest</u>
Apogee 21, Inc.	459,000 Class A Units	459,000 Class A Units
TCI Investments, Inc.	441,000 Class A Units	441,000 Class A Units
Catherine Schepis	27,273 Class B Units	27,273 Class B Units
Sharon Decker	54,545 Class B Units	54,545 Class B Units
George E. Clayton III	18,182 Class B Units	18,182 Class B Units

## ARTICLE III

### MEMBERSHIP APPROVAL

This Plan has been adopted and approved, in accordance with the Act and the GLLCA, by all of the members of Acquisition and TC respectively, on the 26 day of September, 2002.

[Signatures appear on the next page.]

SURVIVING Limited liability company:

Tanner Companies Acquisition, LLC


By: Apogee 21, Inc., a North Carolina  
corporation, its Manager

By:   
A. Pell Tanner, Sr. Vice President

MERGED Limited liability company:

Tanner Companies, LLC

By: Apogee 21, Inc., a North Carolina  
corporation, its Manager

By:   
A. Pell Tanner, Sr. Vice President

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Certificate Number: 6449277-1 Ref: 4982505 Page: 8 of 8

RECORDED: 10/15/2002

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