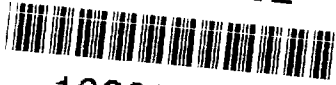


11-25-2002



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDED TRADEMARK

DEPARTMENT OF COMMERCE 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): TBC Acquisition, LLC 11-14-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company-Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Berkline, LLC Internal Address: Street Address: One Berkline Drive City: Morristown State: TN Zip: 37813
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company-Delaware
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: 3/26/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Attached Continuation Sheet B. Trademark Registration No.(s) See Attached Continuation Sheet
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Daniel H. Marti, Esq. Internal Address: KILPATRICK STOCKTON LLP Street Address: 609 14th Street, N.W. Suite 900 City: Washington State: DC Zip: 20005-2018

6. Total number of applications and registrations involved: 21
7. Total fee (37 CFR 3.41): \$ 540.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 50-1458

11/22/2002 DRYRNE 00000225 501458 76148234

DO NOT USE THIS SPACE

9. Signature Daniel H. Marti Name of Person Signing

Signature

11/14/02 Date

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

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

TRADEMARK REEL: 002621 FRAME: 0131

CONTINUATION SHEET – Page 1

**Schedule of Trademarks Assigned from TBC Acquisition, LLC to
Berkline, LLC, effective March 26, 2002**

U.S. TM Application Serial No.

Mark

76/148,234

A NEW ATTITUDE IN RECLINERS

76/193,724

FEEL GOOD

Schedule of Trademarks Assigned from TBC Acquisition, LLC to
Berkline, LLC, effective March 26, 2002

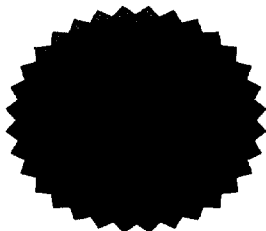
<u>U.S. TM Registration No.</u>	<u>Mark</u>
0,892,025	FEATHER-GLIDE
0,957,298	WALLAWAY (and Design)
0,957,772	ROCK-A-LOUNGER
0,995,287	B BERKLINE (and Design)
1,093,015	LIV-IN-ROOM
1,164,671	WALLAWAY
1,253,790	LEATHER TOGETHER
1,291,082	LIV-IN-ROOM
1,363,686	COMFORT GALLERY
1,461,937	TOUCH MOTION (and Design)
1,687,892	COMFORT REST
1,932,301	MOTION WORKS
2,127,094	HOMETOWNE COLLECTION
2,180,002	ROOMSOLUTIONS
2,202,365	LEATHER SHOPPE
2,309,120	AS COMFORTABLE AS IT GETS
2,313,924	RELAX AMERICA
2,353,516	WHISPER MASSAGE
2,492,491	IF ANYONE DESERVES IT, YOU DO

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TBC ACQUISITION, LLC", CHANGING ITS NAME FROM "TBC ACQUISITION, LLC" TO "BERKLINE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2002, AT 5:01 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3487375 8100

AUTHENTICATION: 2075952

020684769

DATE: 11-07-02

TRADEMARK

REEL: 002621 FRAME: 0134

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION

OF

TBC ACQUISITION, LLC

TBC ACQUISITION, LLC (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is **TBC ACQUISITION, LLC**
2. The certificate of formation of the company is hereby amended by striking out Article One thereof and by substituting in lieu of said Article One the following new Article:

"1. The name of the limited liability company is Berkline, LLC (the "Company")."

Executed on this 26th day of March, 2002.

TBC ACQUISITION, LLC

By: /s/ Peter M. Gotsch
Peter M. Gotsch
An Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:01 PM 03/26/2002
020198524 - 3487375

RECORDED: 11/14/2002

**TRADEMARK
REEL: 002621 FRAME: 0135**