

02-13-2003



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MARKS ONLY

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

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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):

Texwood Furniture Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 1, 2000

2. Name and address of receiving party(ies)

Name: Texwood Furniture, Ltd.

Internal Address: _____

Street Address: 1353 West 2nd Street

City: Taylor State: TX Zip: 76574-0431

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

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

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

A. Trademark Application No.(s)
76377,505

B. Trademark Registration No.(s)
1,796,603 2,103,342 2,169,570

Additional number(s) attached Yes No

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

Name: Suzanne M. Turner

Internal Address: Cooley Godward, LLP

Street Address: One Maritime Plaza

20th Floor

City: San Francisco State: CA Zip: 94111-3580

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account, in event of deficiency

8. Deposit account number:

03-3118

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

Suzanne M. Turner
Name of Person Signing

[Signature]
Signature

1/31/03
Date

Total number of pages including cover sheet, attachments, and document: 9

02/12/2003 ECUOPER 00000209 76377505

01 FC:0521
02 FC:0522

40.00 OP
75.00 OP

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

TRADEMARK
REEL: 002671 FRAME: 0497



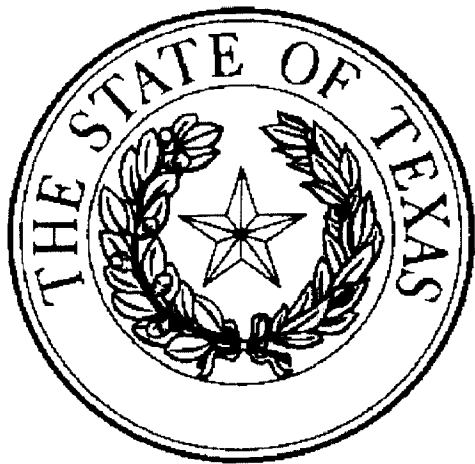
Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

TEXWOOD FURNITURE, LTD.
Filing Number: 13426610

Assumed Name Certificate	May 01, 2000
Articles Of Conversion	April 28, 2000
Assumed Name Certificate	May 23, 2000
Amended Certificate of Limited Partnership	December 31, 2002

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 21, 2003.



A handwritten signature in cursive script that reads "Gwyn Shea".

Secretary of State

APR 28 2000

ARTICLES OF CONVERSION
FOR
TEXWOOD FURNITURE CORPORATION
Corporations Section

The undersigned being the duly authorized representative of Texwood Furniture Corporation, a Texas corporation, hereby executes these Articles of Conversion pursuant to Article 5.18 of the Texas Business Corporation Act ("TBCA") and certifies as follows:

- (a) The name of the converting entity is "Texwood Furniture Corporation" (the "Converting Entity"). The Converting Entity is a corporation incorporated under the laws of the State of Texas.
- (b) A Plan of Conversion for the Converting Entity has been duly approved in accordance with Article 5.17 of the TBCA and has not been abandoned.
- (c) An executed Plan of Conversion is on file at the principal place of business of the Converting Entity at 1353 West 2nd Street, Taylor, Texas 76574-0431 and will be on file from and after the conversion at the principal place of business of Texwood Furniture, Ltd., a Texas limited partnership (the "Converted Entity"), at 1353 West 2nd Street, Taylor, Texas 76574-0431.
- (d) A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion) on written request and without cost to any shareholder of the Converting Entity or to any partner of the Converted Entity.
- (e) Approval of the Plan of Conversion was duly authorized by all action required by the TBCA, the laws of the State of Texas and the Converting Entity's constituent documents. The Converting Entity has 1,000,000 shares of authorized common stock, \$1.00 par value (and no other authorized stock) with 74,518 shares outstanding, of which 74,518 shares voted for the Plan of Conversion and zero shares voted against the Plan of Conversion.
- (f) Under the Plan of Conversion, the Converted Entity will be liable for payment of all applicable fees and franchise taxes of the Converting Entity as required by law.
- (g) As provided in the Plan of Conversion, the conversion shall be effective at 12:01 a.m. on May 1, 2000.

Dated as of May 1, 2000.

TEXWOOD FURNITURE CORPORATION

By: Carolyn Gallagher
Carolyn Gallagher, President

TEXWOOD FURNITURE CORPORATION

PLAN OF CONVERSION

Pursuant to Article 5.17 of the Texas Business Corporation Act ("TBCA"), Texwood Furniture Corporation adopts the following Plan of Conversion to convert to a Texas limited partnership:

1. The names, state of formation, and organizational form of the converting entity and the converted entity are:
 - (a) Texwood Furniture Corporation, a Texas corporation ("Converting Entity"); and
 - (b) Texwood Furniture, Ltd., a Texas limited partnership ("Converted Entity").
2. The Converting Entity is continuing its existence in the organizational form of the Converted Entity.
3. The Converted Entity is to be a limited partnership under the laws of the State of Texas pursuant to this Plan of Conversion and will elect to be treated as an association for federal income tax purposes only.
4. The manner and basis of converting the outstanding shares of common stock, \$1.00 par value, of the Converting Entity (the "Shares") into partnership interests of the Converted Entity are set forth herein. At the Effective Time (as defined in Paragraph 7 below) each shareholder of the Converting Entity will automatically own an interest in and be a partner of the Converted Entity in the same ratio as his or her outstanding Shares in the Converting Entity by virtue of the conversion as follows:
 - (a) the 72,226 Shares owned by Carolyn Gallagher will be converted into a 96.92% partnership interest as a limited partner in the Converted Entity;
 - (b) the 1,547 Shares owned by Kevin Gollmer will be converted into a 2.08% partnership interest as a limited partner in the Converted Entity; and
 - (b) the 745 Shares owned by Texwood Furniture I, LLC will be converted into a 1% partnership interest as the general partner in the Converted Entity.


By its signature below, Texwood Furniture I, LLC hereby agrees to assume the powers and obligations of general partner under the Limited Partnership Agreement of the Converted Entity, arising from and after the Effective Time of the conversion. From and after the

Effective Time, the former holders of Shares shall be entitled only to their rights as partners under the Limited Partnership Agreement of the Converted Entity.

5. Attached as Exhibit A hereto is the initial Limited Partnership Agreement of the Converted Entity.
6. The Converted Entity will be liable for payment of all applicable fees and franchise taxes of the Converting Entity which are required by law.
7. The conversion shall be effective at 12:01 a.m. on May 1, 2000 (the "Effective Time"). Effective as of the Effective Time, the Converting Entity shall continue to exist without interruption, but in the organizational form of the Converted Entity, rather than its prior organizational form, with such other effects as set forth in Article 5.20 of the TBCA.
8. Upon approval of this Plan of Conversion by the shareholders of the Converting Entity in accordance with the TBCA, the President of the Converting Entity is hereby authorized to file Articles of Conversion with the Secretary of State.
9. The parties intend that the conversion pursuant to the Plan of Conversion will qualify as a tax-free reorganization under Section 368(a)(1)(A) or (F) of the Internal Revenue Code and such plan and documents implementing such plan shall be interpreted consistent with such intent.
10. This Plan of Conversion may be terminated at any time prior to the Effective Date, whether before or after approval by the shareholders of the Converting Entity, by vote of the board of directors of the Converting Entity.

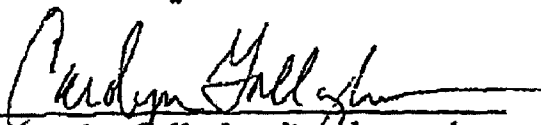
Dated as of May 1, 2000.

TEXWOOD FURNITURE CORPORATION

By: 
Name: Carolyn Gallagher, President

Accepted:

Texwood Furniture, LLC


Name: Carolyn Gallagher, its sole member

CERTIFICATE OF AMENDMENT
TO
THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEXWOOD FURNITURE, LTD.

FILED
In the Office of the
Secretary of State of Texas
DEC 31 2002
Corporations Section

To: Texas Secretary of State
Secretary of State
P.O. Box 12887
Austin, Texas 78711-2887

The undersigned sole general partner of Texwood Furniture, Ltd., a Texas limited partnership, hereby duly executes this Certificate of Amendment to the Certificate of Limited Partnership, which is being filed with the Secretary of State in accordance with Section 2.02 of the Texas Revised Limited Partnership Act.

- 1. The name of the limited partnership is Texwood Furniture, Ltd.
- 2. The Certificate of Limited Partnership is amended as follows:

Pursuant to that certain Partnership Interest Purchase Agreement, dated October 30, 2000, Texwood Furniture I, LLC withdrew as the sole general partner and Texwood Holding Co. was admitted as the sole general partner of Texwood Furniture, Ltd. Accordingly, Section 2 of the Certificate of Limited Partnership is hereby amended to read as follows:

"2. Registered Office/Registered Agent: The address of the limited partnership's registered office is 1353 W. 2nd Street, Taylor, Texas 76574-0431. The name and address of the registered agent for service of process required to be maintained by Section 1.06 of the Texas Revised Limited Partnership Act are:

<u>Name</u>	<u>Address</u>
Telly C. Hoimes	1353 W. 2 nd Street Taylor, Texas 76574-0431"

- 3. Section 4 of the Certificate of Limited Partnership is hereby amended to read as follows:

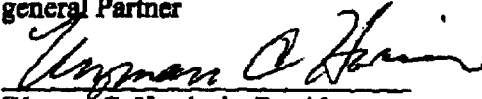
"4. General Partners: The name, mailing address, and street address of the sole general partner is Texwood Holding Co., 1414 South Western Avenue, Chicago, IL 60608."

[SIGNATURE PAGE FOLLOWS]

Signed on this 31st day of December 2002.

TEXWOOD FURNITURE, LTD.

By Texwood Holding Co., its sole
general Partner

By: 
Wyman C. Harris, its President

CHAS66971.2

999999-9999

TOTAL P.03

RECORDED: 02/10/2003

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