

03-21-2003

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RE



102396382

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):

CANNON MILLS COMPANY

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - North Carolina
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☒ Change of Name
☐ Other _____

Execution Date: March 6, 1986

2. Name and address of receiving party(ies)

Name: FIELDCREST CANNON, INC.

Internal

Address: _____

Street Address: One Lake Circle DriveCity: Kannapolis State: N.C. Zip: 28081

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ 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)

Serial No.: 76/445,638Filed : August 30, 2002

B. Trademark Registration No.(s)

Additional number(s) attached ☐ Yes ☒ No

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

Name: Charles E. Baxley, Esquire

Internal Address: _____

Street Address: 59 John StreetFifth FloorCity: New York State: N.Y. Zip: 10038

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

02-1435

(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.

Charles E. Baxley, Esquire

Name of Person Signing

Signature

March 3, 2003

Date

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

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

01 FC:6521

40.00 DP

ATTORNEY DOCKET: F 13163 B

TRADEMARK
 REEL: 002696 FRAME: 0395

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FILED

JUN 16 1986

CERTIFICATE OF OWNERSHIP AND MERGER
OF
CANNON MILLS COMPANY
(a North Carolina Corporation) and
FIELDCREST MILLS, INC.
(a Delaware Corporation)

[Signature]
SECRETARY OF STATE

Pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, the undersigned domestic Corporation hereby executes this Certificate of Ownership and Merger for the purpose of merging its wholly-owned subsidiary into itself:

I.

The name of each of the undersigned Corporations and the state in which it was organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Cannon Mills Company	North Carolina
Fieldcrest Mills, Inc.	Delaware

II.

The Resolution of Merger, attached as Exhibit A and incorporated herein by reference, was duly approved by the Board of Directors of Fieldcrest Mills, Inc. on the 6th day of March, 1986 in accordance with Section 253 of the General Corporation Law of the State of Delaware.

III.

The Merger hereby accomplished shall be effective at 11:59 o'clock P.M. on June 30, 1986.

IN WITNESS WHEREOF, this Certificate of Ownership and Merge; has been executed by the undersigned Corporation as of the 6th day of March, 1986.

FIELDCREST MILLS, INC.

[Signature]

President

[Signature]
Secretary

CORPORATE SEAL

RESOLUTION

WHEREAS, Fieldcrest Mills, Inc. (the "Corporation"), a Delaware Corporation, owns 100% of the outstanding capital stock of Cannon Mills Company ("Cannon"), a North Carolina corporation, each of which is domiciled in a state which permits a corporation of such jurisdiction to merge with a corporation of another jurisdiction; and

WHEREAS, it is deemed in the best interest of the Corporation to merge Cannon with and into the Corporation;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Corporation that the following Plan of Merger is hereby adopted and approved:

"The name of the Corporation proposing to merge is Cannon Mills Company, a North Carolina Corporation, hereinafter called the 'Merging Corporation'; and the name of the Corporation into which it proposes to merge is Fieldcrest Mills, Inc., a Delaware Corporation, hereinafter called the 'Surviving Corporation'; and the aforesaid Corporations are hereinafter referred to collectively as the 'Constituent Corporations.' The terms of the proposed merger are as follows:

1. The name of the Surviving Corporation shall become Fieldcrest Cannon, Inc.

2. Until the completion of the merger, each of the Constituent Corporations shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business.

3. As of the effective time of the merger (the "Effective Time"), the Merging Corporation's liabilities and assets of every nature shall become those of the Surviving Corporation by operation of law.

4. The Surviving Corporation owns 100% of the Merging Corporation's issued and outstanding shares of Common Stock, which is the only class of capital stock of the Merging Corporation issued and outstanding. Any and all shares of the Merging Corporation's Common Stock issued and outstanding at the Effective Time and any and all shares of the Merging Corporation's Common Stock held as treasury shares by the Merging Corporation, shall as of the Effective Time and by virtue of the merger be cancelled and retired, and no consideration shall be issued in exchange therefor.

5. The charter of Fieldcrest Mills, Inc., as presently constituted, shall continue as the charter of the Surviving Corporation without change except that the charter shall be amended to change the name of Fieldcrest Mills, Inc. to Fieldcrest Cannon, Inc.

6. Approval of the proposed Plan of Merger by the Shareholders of the Surviving Corporation is not required because the Surviving Corporation owns 100% of the outstanding shares of the Merging Corporation. Under the law of Delaware, a Delaware corporation may change its corporate name in the resolution of merger adopted by its Board of Directors without approval of the shareholders."

BE IT FURTHER RESOLVED, that the appropriate officers of the Surviving Corporation shall be and they hereby are directed to make and execute, under the corporate seal of the Surviving Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolution to merge the Merging Corporation into the Surviving Corporation.

BE IT FURTHER RESOLVED, that the proper officers of the Surviving Corporation shall be and they hereby are authorized and directed to make such changes in the Plan of Merger as shall be deemed necessary or advisable to correct errors and to comply with the requirements for consummating merger transactions in the States of Delaware and North Carolina.

BE IT FURTHER RESOLVED, that the Board of Directors of the Corporation hereby authorizes and directs the President of the Corporation to act as agent for the Corporation in voting the shares of Common Stock of the Merging Corporation owned by the Corporation in favor of the Plan of Merger as herein approved or as amended as provided in the immediately preceding paragraph.

BE IT FURTHER RESOLVED, that the proper officers and agents of the Corporation are hereby authorized and directed to execute and deliver appropriate Certificates or Articles of Merger and other appropriate documents to be filed with the appropriate authorities to effectuate the merger described in the foregoing Plan of Merger, and are further authorized and directed to perform all such other acts and execute and deliver all such other reports and instruments as may be necessary or proper to render effective the merger as contemplated by said Plan of Merger.

Certificate of Ownership of the "FIELDCREST MILLS, INC.",
a corporation organized and existing under the laws of the State of Delaware,
merging "CANNON MILLS COMPANY",
a corporation organized and existing under the laws of the State of North Carolina,
pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the sixteenth day of June,
A.D. 1986, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall
be governed by the laws of the State of Delaware

And I do hereby further certify that the said "FIELDCREST MILLS, INC.", has
relinquished its corporate title and assumed in place thereof "FIELDCREST CANNON,
INC.".

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

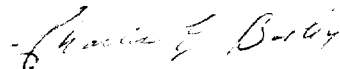
Assignor : CANNON MILLS COMPANY
Assignee : FIELDCREST CANNON, INC.
Serial No. : 76/445,638
Filed : August 30, 2002
For TM : GRAND MANOR
Class(es) : 020 and 024

Transmitted herewith are the following:

- X RECORDATION FORM COVER SHEET (TRADEMARKS ONLY);
X CERTIFICATE and CERTIFICATE OF OWNERSHIP AND MERGER; and
X ACKNOWLEDGMENT POSTCARD.
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- X The Commissioner is authorized to charge any additional fees required, or to credit any overpayment to Account No. 02-1435. A duplicate copy of this sheet is enclosed.
- X A check in the amount of \$ 40.00 is enclosed.
- X I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: ATTENTION: BOX - ASSIGNMENT - FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on March 3, 2003.

Respectfully,



CHARLES E. BAXLEY
Attorney of Record
USPTO REG. 20, 149

Dated: March 3, 2003

CHARLES E. BAXLEY, ESQUIRE
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Delaware

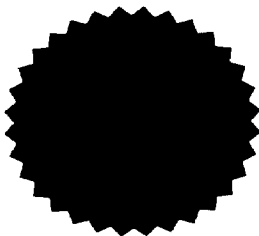
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"CANNON MILLS COMPANY", A NORTH CAROLINA CORPORATION,
WITH AND INTO "FIELDCREST MILLS, INC." UNDER THE NAME OF
"FIELDCREST CANNON, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SIXTEENTH DAY OF JUNE, A.D. 1986, AT 9
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
JUNE, A.D. 1986.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0469829 8100M

AUTHENTICATION: 2257660

030078503

DATE: 02-13-03
TRADEMARK

RECORDED: 03/05/2003

REEL: 002696 FRAME: 0401