

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Fullerton Corporation

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

Citizenship (see guidelines) United States

Execution Date(s) September 24, 2003

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Bankruptcy Court Order
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: House2Home, Inc.

Internal Address: Clingman & Hanger Management Associates, LLC

Street Address: 11038 Lakeridge Parkway Suite 4

City: Ashland

State: Virginia

Country: United States Zip: 23005

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
Citizenship _____
Citizenship _____
Citizenship United States
Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,563,837

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: John S. Child, Jr., Esquire

Internal Address: Dann Dorfman Herrell and Skillman

Street Address: 1601 Market Street Suite 2400

City: Philadelphia

State: PA Zip: 19103-2307

Phone Number: (215) 563-4100

Fax Number: (215) 563-4044

Email Address: _____

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 04-1406

Authorized User Name John S. Child, Jr.

9. Signature: John S. Child, Jr.
Signature

October 27, 2004
Date

John S. Child, Jr.
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 13

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

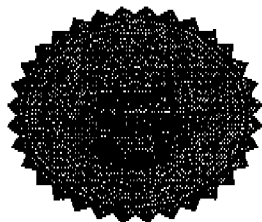
CH \$40.00 041406 2663837

Delaware

COPY
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 DISSOLUTION OF "FULLERTON CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF FEBRUARY, A.D. 2004, AT 12:52 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2301340 8100

040482149

AUTHENTICATION: 3205183

DATE: 06-30-04

TRADEMARK

REEL: 002964 FRAME: 0813

Secretary of State
Division of Corporations
Delivered 12:52 PM 02/05/2004
FILED 12:52 PM 02/05/2004
SRV 040079881 - 2301340 FILE

CERTIFICATE OF DISSOLUTION**OF****FULLERTON CORPORATION
(a Delaware corporation)****(Pursuant to Section 303 of the Delaware General Corporation Law)**

It is hereby certified that:

1. The name of the corporation is Fullerton Corporation (the "**Corporation**").
2. On November 7, 2001, the Corporation filed a petition under Chapter 11 of the Bankruptcy Code filed with the United States Bankruptcy Court for the Central District of California, Santa Ana Division ("**Bankruptcy Court**") as Case No. SA01-19244-JB (jointly administered).
3. The Corporation's Chapter 11 Plan of Liquidation of the Corporation was confirmed by Order of the Bankruptcy Court entered on September 25, 2003 (the "**Plan of Liquidation**"). A copy of the Order confirming the Plan of Liquidation is annexed to this Certificate of Dissolution.
4. The dissolution of the Corporation is authorized pursuant to Article VI, Section L, of the Plan of Liquidation.
5. Clingman & Hanger Management Associates, LLC, was appointed as the Estate Manager under the Plan of Liquidation, is the Corporation's sole officer and director under the Plan of Liquidation and is authorized to carry out the provisions of the Plan of Liquidation.
6. The tax liability, if any, will be satisfied in accordance with the Plan of Liquidation.
7. The address where service of process may be mailed is: c/o Clingman & Hanger Management Associates, LLC, 11038 Lakeridge Parkway, Suite 4, Ashland, VA 23005, c/o Teresa S. Hanger.

[Signature Page to Follow]

Dated: December 30, 2003

FULLERTON CORPORATION, Debtor

By: Clingman & Hanger Management Associates, LLC,
Estate Manager


By: W. Edward Clingman, Jr.
Its: President

325347_1.DOC

COPY TO BE CONFIRMED

1 OSCAR GARZA, SBN 149790
 2 ~~MICHAEL R. WILLIAMS, SBN 196863~~
 3 GIBSON, DUNN & CRUTCHER LLP
 4 Jamboree Center
 5 4 Park Plaza, Suite 1400
 6 Irvine, California 92614-8557
 7 Telephone: (949) 451-3800
 8 Facsimile: (949) 451-4220

9 General Insolvency Counsel for
 10 Debtors and Debtors in Possession

03 JUN 15 PM 3:41
 CENTRAL...
 BY: _____
 C

11 UNITED STATES BANKRUPTCY COURT
 12 FOR THE CENTRAL DISTRICT OF CALIFORNIA
 13 SANTA ANA DIVISION

14 In re
 15 HOUSE2HOME, INC. f/k/a HOMEBASE, INC.,
 16 Debtor and Debtor in Possession.

17 CASE NO. SA01-19244-JB
 18 Chapter 11
 19 (Jointly Administered With Case Nos. SA01-
 20 19245-JB Through SA01-19261-JB)

21 Jointly Administered With
 22 HBCA 1993 REALTY CORPORATION;
 23 HOMECLUB, INC.; HBOR REALTY
 24 CORPORATION; HBNM 1994 REALTY
 25 CORPORATION; HOMECLUB, INC. OF
 26 TEXAS; HBUT REALTY CORPORATION;
 27 HCWA 1993 REALTY CORPORATION;
 28 FULLERTON CORPORATION; HBCO
 REALTY CORPORATION; HBCA
 VACAVILLE REALTY CORPORATION;
 HBCO 1994 REALTY CORPORATION; HCI
 DEVELOPMENT CORPORATION; HBCA
 POMONA REALTY CORPORATION; HBNM
 REALTY CORPORATION; HCCA REALTY
 CORPORATION; HCWA REALTY
 CORPORATION; and HOMECLUB FIRST
 REALTY CORPORATION,
 Debtors and Debtors in Possession.

**DEBTORS' FOURTH AMENDED JOINT
 CHAPTER 11 PLAN OF LIQUIDATION
 DATED JUNE 11, 2003**

Confirmation Hearing:
 Date: September 24, 2003
 Time: 11:00 a.m.
 Place: Courtroom 6D
 411 West Fourth Street
 Santa Ana, CA 92701

Judge: Hon. James N. Barr

000013

EXHIBIT A

1 91. "Subordination Rights" means the rights of a holder of Senior Debt under the
2 Indenture.

3 92. "Subordinated Claim" means a Claim held by any Person against any of the Debtors
4 or the Estates, whether secured or unsecured, for any fine, penalty, or forfeiture, or for multiple,
5 exemplary, treble, or punitive damages to the extent that such fine, penalty, forfeiture, or damages are
6 not compensation for actual pecuniary loss suffered by the holder of such claim, or a Claim that has
7 been subordinated by a Final Order or agreement pursuant to section 510 of the Bankruptcy Code;
8 provided, however, that a Note Claim is not a Subordinated Claim.

9 93. "Subsidiaries" and "Subsidiary" means individually, HomeClub, Inc.; HomeClub,
10 Inc. of Texas; Fullerton Corporation; HCI Development Corporation; HomeClub First Realty
11 Corporation; HCWA Realty Corporation; HCCA Realty Corporation; HBNM Realty Corporation;
12 HBCA 1993 Realty Corporation; HBOR Realty Corporation; HBUT Realty Corporation; HCWA
13 1993 Realty Corporation; HBCO 1994 Realty Corporation; HBNM 1994 Realty Corporation; HBCO
14 Realty Corporation; HBCA Pomona Realty Corporation; and HBCA Vacaville Realty Corporation, as
15 the case may be, and collectively, in their individual corporate capacity or other capacity and in their
16 capacity as debtors and debtors in possession under Chapter 11 of the Bankruptcy Code in their
17 Chapter 11 Cases.

18 94. "Unclaimed Property" has the meaning set forth in Article IX.B.12 of the Plan.

19 95. "U.S. Trustee" means the Office of the United States Trustee for the Central District
20 of California.

21 96. "Wind-down Reserve" means the reserve to be established on the Effective Date by
22 the Estate Manager, in consultation with the Committee, for the funds necessary to administer the
23 Plan and the Estates and wind-down the Reorganized Debtors' affairs, including, but not limited to,
24 the estimated Fee Claims to be paid, the costs of holding and liquidating Estate property, analyzing
25 and objecting to Claims, making the Distributions required by the Plan, prosecuting and enforcing the
26 Retained Claims and Defenses, paying taxes, filing tax returns, paying Professionals' fees, providing
27 for the purchase of errors and omissions insurance and/or other form of indemnification for the Estate
28 Manager and the Committee, and other Post-Effective Date Claims. The Wind-down Reserve shall

000031

ARTICLE V.**ACCEPTANCE OR REJECTION OF THE PLAN****A. Voting Rights of Classes.**

Each Impaired class of Claims shall be entitled to vote separately to accept or reject the Plan, unless otherwise provided in this Plan in accordance with the Bankruptcy Code.

B. Acceptance by Class of Claims.

A Class of Claims shall have accepted the Plan if the Plan is accepted by at least two-thirds (2/3) in dollar amount and one-half (1/2) in number of the Allowed Claims and Claimants, respectively, that have accepted or rejected the Plan, in that Class.

C. Cramdown under Section 1129(b) of the Bankruptcy Code.

At the Debtors' request, the Plan may be confirmed under the so-called "cram down" provisions set forth in section 1129(b) of the Bankruptcy Code if, in addition to satisfying the other requirements for confirmation, the Plan "does not discriminate unfairly" and is determined to be "fair and equitable" with respect to each Class of Claims or Interests that has not accepted the Plan (i.e., dissenting Classes).

ARTICLE VI**MEANS FOR IMPLEMENTATION AND EXECUTION OF THE PLAN****A. Substantive Consolidation.**

The Plan contemplates and is conditioned upon substantive consolidation of the Chapter 11 Cases. Entry of the Confirmation Order shall constitute the approval, pursuant to section 105(a) of the Bankruptcy Code, effective as of the Effective Date, of the substantive consolidation of the Chapter 11 Cases for all purposes related to the Plan, including, without limitation, for purposes of voting, confirmation and distribution. Pursuant to such order, (i) all assets and liabilities of the Subsidiaries shall be deemed merged or treated as though they were merged into and with the assets and liabilities of House2Home (except for the purpose of determining which liabilities are Senior Debt under the Indenture), (ii) no distributions shall be made under the Plan on account of Intercountry Claims among the Debtors, (iii) all guarantees of the Debtors of the obligations of any other Debtor shall be deemed eliminated so that any Claim against any Debtor and any guarantee

000042

1 thereof executed by any other Debtor and any joint or several liability of any of the Debtor shall be
2 deemed to be one obligation of the consolidated Debtors, and (iv) each and every Claim filed or to be
3 filed in the Chapter 11 Case of any of the Debtors shall be deemed filed against the consolidated
4 Debtors/Estates and shall be deemed a single obligation of all the Debtors and Estates under the Plan
5 on and after the Effective Date. Such substantive consolidation shall not (other than for purposes
6 related to the Plan) affect the legal and corporate structures of the Debtors.

7 **B. Merger of the Subsidiaries into the Reorganized Debtor.**

8 On the Effective Date, (i) each of the Subsidiaries shall be deemed merged with and into
9 House2Home (the Reorganized Debtor); and (ii) the Chapter 11 Cases of the Subsidiaries shall be
10 closed by final decree, following which any and all proceedings that could have been brought or
11 otherwise commenced in the Chapter 11 Cases of any of the Subsidiaries shall be brought or
12 otherwise commenced in the House2Home Chapter 11 Case.

13 **C. The Reorganized Debtor.**

14 The Reorganized Debtor shall continue in existence after the Effective Date, subject to the
15 management, control, and custody of the Estate Manager and the Committee pursuant to the terms of
16 the Estate Management Agreement and the Plan.

17 **D. No Revesting of Assets.**

18 Upon confirmation of the Plan, all property of the Estates shall remain property of the Estates
19 to be liquidated and distributed by the Estate Manager in accordance with the Plan.

20 **E. Discontinuation of Debtors' Business and Succession by Estate Manager.**

21 On the Effective Date, the Estate Manager shall become the sole director and sole officer of
22 the Reorganized Debtor and the Debtors and will become the Reorganized Debtor's Responsible
23 Individual. No vote or action by any present or former stockholder or director (except the Estate
24 Manager) of the Debtors or any of them shall be necessary or effective to remove the Estate Manager
25 or to alter or affect the Estate Manager's compensation, duties, or authority under this Plan, the Estate
26 Management Agreement, and the Confirmation Order. Other than as contemplated in the
27 Plan: (i) the Debtors shall conduct no business; and shall continue to exist only until dissolved in
28 accordance with applicable law; (ii) the Debtors shall have no employees after the Effective Date and

ORIGINAL

FILED
SEP 24 2003
 CLERK, U.S. BANKRUPTCY COURT
 CENTRAL DISTRICT OF CALIFORNIA
 Santa Ana, CA

ENTERED
SEP 25 2003
 CLERK, U.S. BANKRUPTCY COURT
 CENTRAL DISTRICT OF CALIFORNIA
 Santa Ana, CA

D

1 OSCAR GARZA, SBN 149790
 2 JESSE S. FINLAYSON, SBN 179443
 3 MICHAEL R. WILLIAMS, SBN 196863
 4 GIBSON, DUNN & CRUTCHER LLP
 5 Jamboree Center
 6 4 Park Plaza, Suite 1400
 7 Irvine, California 92614-8557
 8 Telephone: (949) 451-3800
 9 Facsimile: (949) 451-4220

General Insolvency Counsel for
 Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
 FOR THE CENTRAL DISTRICT OF CALIFORNIA
 SANTA ANA DIVISION

In re
 HOUSE2HOME, INC. f/k/a HOMEBASE, INC.,
 Debtor and Debtor in Possession.

CASE NO. SA01-19244-JB

Chapter 11

(Jointly Administered With Case Nos. SA01-19245-JB Through SA01-19261-JB)

Jointly Administered With

HBCA 1993 REALTY CORPORATION;
 HOMECLUB, INC.; HBOR REALTY
 CORPORATION; HBNM 1994 REALTY
 CORPORATION; HOMECLUB, INC. OF
 TEXAS; HBUT REALTY CORPORATION;
 HCWA 1993 REALTY CORPORATION;
 FULLERTON CORPORATION; HBCO
 REALTY CORPORATION; HBCA
 VACAVILLE REALTY CORPORATION;
 HBCO 1994 REALTY CORPORATION; HCI
 DEVELOPMENT CORPORATION; HBCA
 POMONA REALTY CORPORATION; HBNM
 REALTY CORPORATION; HCCA REALTY
 CORPORATION; HCWA REALTY
 CORPORATION; and HOMECLUB FIRST
 REALTY CORPORATION,

**ORDER CONFIRMING DEBTORS'
 FOURTH AMENDED JOINT CHAPTER 11
 PLAN OF LIQUIDATION DATED JUNE 11,
 2003, AS MODIFIED**

Confirmation Hearing:

Date: September 24, 2003
 Time: 11:00 a.m.
 Place: Courtroom 6D
 411 West Fourth Street
 Santa Ana, CA 92701

Judge: Hon. James N. Barr

Debtors and Debtors in Possession.

1574

1753

1 Upon consideration of (A) the Fourth Amended Joint Chapter 11 Plan of Liquidation Dated
2 June 11, 2003, filed and proposed by House2Home, Inc. f/k/a HomeBase, Inc. and its affiliated
3 debtors and debtors in possession (collectively, the "Debtors") and the Court-approved disclosure
4 statement with respect to the Plan (the "Disclosure Statement"); (B) the Debtors' Memorandum of
5 Points and Authorities in support of Plan confirmation, the Declaration of Claudia D. King Certifying
6 Tabulation of Ballots, and the other declarations and evidence submitted by the Debtors in support of
7 Plan confirmation; (C) the Debtors' modifications to their plan (as modified, the "Plan") as set forth in
8 the Debtors' written modifications and those described on the record in open court at the Plan
9 confirmation hearing; (D) the written objections to confirmation of the Plan and the Debtors' response
10 thereto; and (E) the argument of counsel at the Plan confirmation hearing, and after due deliberation
11 thereon,

12 **THE COURT FINDS AS FOLLOWS:**

- 13 a. Jurisdiction and Core Proceeding. The Court has jurisdiction to consider Plan
14 confirmation under 28 U.S.C. §§ 157 and 1334. Plan confirmation is a core proceeding under 28
15 U.S.C. § 157(b)(2)(L).
- 16 b. Eligibility and Venue. The Debtors are entitled eligible for relief under the
17 Bankruptcy Code pursuant to section 109(a) of the Bankruptcy Code. Venue of the Chapter 11 Cases
18 is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
- 19 c. Judicial Notice. The Court takes judicial notice of the docket of the Chapter 11 Cases
20 maintained by the Clerk of the Court, including, without limitation, all pleadings and other
21 documents filed, all orders entered, and all arguments made, proffered, or adduced at hearings held
22 before the Court.
- 23 d. Definitions. Capitalized terms not defined in this Order shall have the same meaning
24 given to such terms in the Plan.
- 25 e. Transmittal and Mailing of Materials; Notice. The Disclosure Statement, the Plan, the
26 notice of hearing on Plan confirmation (the "Confirmation Hearing"), ballots, the Order approving the
27 Disclosure Statement (the "Disclosure Statement Approval Order"), and the other documents
28 referenced in the Disclosure Statement Approval Order were transmitted and served in compliance

1 retain any property under the Plan on account of such junior interest. In addition, the holders of
2 claims in Classes 1 through 6 will not receive cash or other property in excess of the full amount of
3 such holder's allowed claim. Thus, the Plan is fair and equitable with respect to Class 8 and therefore
4 satisfies section 1129(b) of the Bankruptcy Code.

5 w. Identification of Plan Proponents (Fed. R. Bankr. P. 3016). The Plan is dated and
6 identifies the entities submitting the Plan.

7 x. Principal Purpose of Plan (11 U.S.C. § 1129(d)). The principal purpose of the Plan is
8 not the avoidance of taxes or the avoidance of the requirements of section 5 of the Securities Act of
9 1933.

10 y. Substantive Consolidation. There were no objections to the substantive consolidation
11 of the Debtors and their estates. The substantive consolidation of the Debtors' estates facilitates the
12 implementation of the Plan, is justified pursuant to applicable law, and is in the best interests of the
13 Debtors' creditors.

14 **NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

15 1. Confirmation. The Plan, a copy of which is attached as Exhibit A hereto, as modified
16 by this Order, is confirmed pursuant to section 1129 of the Bankruptcy Code. The terms of the Plan
17 are incorporated by reference into and are an integral part of this Order.

18 2. Objections. All of the objections to confirmation of the Plan and all reservations of
19 rights *related to plan confirmation issues and not other issues* included therein that have not been resolved, withdrawn, or rendered moot are overruled.

20 3. Plan Classification Controlling. The classifications of claims and interests for
21 purposes of the distributions to be made under the Plan shall be governed solely by the terms of the
22 Plan. The classifications set forth on the ballots in connection with voting on the Plan (a) were set
23 forth on the ballots solely for purposes of voting to accept or reject the Plan, (b) do not necessarily
24 represent and in no event shall be deemed to modify or otherwise affect, the actual classifications of
25 such Claims under the Plan or for distribution purposes, and (c) shall not be binding on the Debtors,
26 their estates, or the Estate Manager.

27 4. Substantive Consolidation. Pursuant to Article VI of the Plan, as of the Effective
28 Date, the Chapter 11 Cases shall be substantively consolidated for all purposes related to the Plan.

1 including, without limitation, for purposes of distribution. Thus, (a) all assets and liabilities of the
2 Subsidiaries shall be deemed merged or treated as though they were merged into and with the assets
3 and liabilities of House2Home (except for the purpose of determining which liabilities are Senior
4 Debt under the Indenture), (b) no distributions shall be made under the Plan on account of
5 Intercompany Claims among the Debtors, (c) all guarantees of the Debtors of the obligations of any
6 other Debtor shall be deemed eliminated so that any Claim against any Debtor and any guarantee
7 thereof executed by any other Debtor and any joint or several liability of any of the Debtor shall be
8 deemed to be one obligation of the consolidated Debtors, and (d) each and every Claim filed or to be
9 filed in the Chapter 11 Case of any of the Debtors shall be deemed filed against the consolidated
10 Debtors/Estates and shall be deemed a single obligation of all the Debtors and Estates under the Plan
11 on and after the Effective Date. Such substantive consolidation shall not (other than for purposes
12 related to the Plan) affect the legal and corporate structures of the Debtors.

13 5. Rejection of Executory Contracts and Unexpired Leases. All executory contracts and
14 unexpired leases that exist between any of the Debtors and any Person, whether or not previously
15 listed by the Debtors on their respective Schedules G, shall be deemed rejected as of the
16 Confirmation Date, except for any executory contract or unexpired lease that has been assumed or
17 rejected pursuant to an order of the Court entered prior to the Confirmation Date.

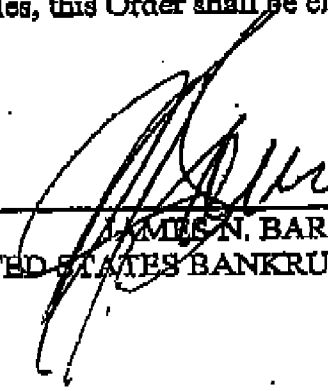
18 6. Retained Claims and Defenses. The Retained Claims and Defenses are retained and
19 shall not be barred or waived (or deemed to be barred or waived) under the doctrines of res judicata,
20 claim preclusion, issue preclusion, equitable estoppel, or judicial estoppel. Nothing in this Order or
21 in the Plan shall have any preclusive effect on the Retained Claims and Defenses. *See The Alary*
22 *Corp. v. Sims (In re Associated Vintage Group, Inc.)*, 283 B.R. 549, 564 (B.A.P. 9th Cir. 2002);
23 *Heritage Hotel Ltd. P'ship I v. Valley Bank of Nev. (In re Heritage Hotel)*, 160 B.R. 374 (B.A.P. 9th
24 Cir. 1993), *aff'd*, 59 F.3d 175 (9th Cir. 1995).

25 7. Appointment of Estate Manager. In accordance with Article VI of the Plan, and as
26 selected by the Committee, Clingman & Hanger Management Associates, LLC ("C&H") shall serve
27 as the Estate Manager subject to the terms of the Plan. On or before the Effective Date, the Debtors
28 and C&H shall execute the Estate Management Agreement.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

21. Effectiveness of Order. Notwithstanding Bankruptcy Rule 3020(a) or any other provision of the Bankruptcy Code and Bankruptcy Rules, this Order shall be effective immediately upon its entry.

DATED: SEP 24 2003



JAMES N. BARR
UNITED STATES BANKRUPTCY JUDGE

Submitted By:
OSCAR GARZA
JESSE S. FINLAYSON
MICHAEL R. WILLIAMS
GIBSON, DUNN & CRUTCHER LLP

By: 

Michael R. Williams

General Insolvency Counsel for
Debtors and Debtors in Possession

30320080_2.DOC