TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Coats American, Inc.		12/08/2004	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	J. & P. Coats, Limited
Street Address:	155 St. Vincent Street
City:	Glasgow
State/Country:	UNITED KINGDOM
Entity Type:	CORPORATION: UNITED KINGDOM

PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	500164	ADJUTANT
Registration Number:	506176	ARDMORE
Registration Number:	59372	CARLISLE
Registration Number:	62385	DRAGON
Registration Number:	188359	DRAGON-CARLISLE
Registration Number:	59654	EMPRESS
Registration Number:	774664	FILCO
Registration Number:	1023799	FINECOR
Registration Number:	68793	GEM
Registration Number:	849507	GEM
Registration Number:	500826	GIRDLETTE
Registration Number:	501597	GLIDER
Registration Number:	503233	H.H.T.
Registration Number:	1002840	KING III

OP $2215.00 500164

Registration Number:	612696	KNOXALL
Registration Number:	989032	MAT-FR-III
Registration Number:	59371	PROGRESS
Registration Number:	849508	PROGRESS
Registration Number:	63632	PYRAMID
Registration Number:	501600	SELEX
Registration Number:	501599	"SKY-TOP"
Registration Number:	508735	SUISSE
Registration Number:	824499	TWIST DE LUXE
Registration Number:	74357	VICTORIA
Registration Number:	263799	VICTORIA REGINA GOLD MEDAL 1883 INTERNATIONAL EXHIBITION
Registration Number:	500927	
Registration Number:	671688	GOLD MEDAL
Registration Number:	2686462	FIREFLY
Registration Number:	1838703	FLUF-TEX
Registration Number:	2608137	POLYDRY
Registration Number:	25629	INTRINSIC
Registration Number:	2360407	BELBOBS
Registration Number:	2316742	DABOND
Registration Number:	2393396	DANFIELD
Registration Number:	209547	UNIVERSAL
Registration Number:	1567573	QUICK COLOR
Registration Number:	1755401	SURELOCK
Registration Number:	304615	"ADMIRAL"
Registration Number:	711914	ATCO
Registration Number:	700347	BARBOUR'S
Registration Number:	81462	CATAWBA
Registration Number:	750751	COBRA
Registration Number:	579956	HEMBOBS
Registration Number:	543695	KANTSTRAND
Registration Number:	537845	MONOBOND
Registration Number:	570322	NYLSHU
Registration Number:	726133	PENN-LACING
Registration Number:	727549	PENN-MADE

Registration Number:	1246409	POLYMATIC
Registration Number:	1627834	RIGHT RESPONSE
Registration Number:	72856	ATLANTIC
Registration Number:	64211	CLEOPATRA
Registration Number:	968263	COOL-IT
Registration Number:	64830	DIAMOND
Registration Number:	1656290	INTERLINK
Registration Number:	67861	KISMET
Registration Number:	849506	KISMET
Registration Number:	854723	LIBERTY
Registration Number:	513249	MIRACLE
Registration Number:	506177	NEOSPUN
Registration Number:	59846	PACIFIC
Registration Number:	799176	POLYSPUN
Registration Number:	501598	SIGNAL
Registration Number:	59655	SPHINX
Registration Number:	836013	SPUN DEE
Registration Number:	500861	STAR
Registration Number:	831529	STAR DEE
Registration Number:	779115	STAR FAST
Registration Number:	674249	STAR ULTRA DEE
Registration Number:	1562221	TIGER
Registration Number:	1562220	TIGER-C
Registration Number:	1226013	TRISTAR
Registration Number:	1059327	BLUE LABEL
Registration Number:	593650	DASEW
Registration Number:	597987	DASHU
Registration Number:	880730	LAWNDALE
Registration Number:	513481	NYLBOND
Registration Number:	1267225	NYLTEX
Registration Number:	501095	NYMO
Registration Number:	515451	NYMO-TEE
Registration Number:	518908	PASSAIC
Registration Number:	1267226	PROLENE
Registration Number:	500894	RED HAND

Registration Number:	517078	TIGER
Registration Number:	1100803	BARBOUR'S
Registration Number:	507388	SINEW
Registration Number:	669960	STITCHLOK
Registration Number:	1634129	EPIC

CORRESPONDENCE DATA

Fax Number: (704)444-1111

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (704)444-1000

Email: gstewart@alston.com

Correspondent Name: Brian M. Davis

Address Line 1: Alston & Bird LLP

Address Line 2: 101 South Tryon Street, Suite 4000

Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

DOMESTIC REPRESENTATIVE

Name: Brian M. Davis

Address Line 1: Alston & Bird LLP

Address Line 2: 101 South Tryon Street, Suite 4000

Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

NAME OF SUBMITTER:	Gail B. Stewart
Signature:	/Gail B. Stewart/
Date:	04/15/2005

Total Attachments: 6

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MAR 31 2000

State Treasurer

CERTIFICATE OF MERGER
(Profit Corporations)

BARBOUR THREADS, INC.
INTO
COATS AMERICAN, INC.

This form is submitted pursuant to NJSA 14A.

1. Type of Filing (check one): X Merger Consolidation

2. Name of Surviving Business Entity: COATS AMERICAN, INC.

3. Name(s)/Jurisdiction(s) of Each Participating Business Entity:

Name	Jurisdiction	Identification # Assigned by Secretary of State (If Applicable)
COATS AMERICAN, INC.	New Jersey	1410-4010-00
BARBOUR THREADS, INC.	Alabama	N/A

4. Voting: (all corporations involved: attach additional sheets if necessary)

a. Corp. Name COATS AMERICAN, INC. Outstanding Shares 1,796,064 Common
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

b. Corp. Name BARBOUR THREADS, INC. Outstanding Shares 3,000 Common

	Votes For	Votes Against
Corp. a	1,796,064 Common	0
Corp. b	3,000 Common	0

5. Service of Process Address: The surviving business entity is authorized or registered by the Secretary of State.

6. Effective Date: March 31, 2000

7. The plan of merger is set forth in the Agreement of Merger attached as Exhibit A.

Signature:

R.V. Budnick

Name: Ronald V. Budnick

Senior Vice President-Finance
Title

March 31, 2000
Date

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Exhibit A

AGREEMENT OF MERGER

AGREEMENT OF MERGER dated this 29th day of March, 2000, to be effective as of March 31, 2000, pursuant to the New Jersey Statutes, as Amended and the Alabama Business Corporation Act, between Coats American, Inc., a New Jersey corporation ("Coats American" or the "Surviving Corporation"), and Barbour Threads, Inc., an Alabama corporation ("Barbour" or the "Merged Corporation").

WITNESSETH that:

WHEREAS, Coats American and Barbour are indirect subsidiaries of Coats Viyella Plc, a United Kingdom corporation ("CV"); and

WHEREAS, Barbour is an indirect subsidiary of CV as a result of CV's acquisition of Hicking Pentecost Plc, a United Kingdom corporation ("HP"); and

WHEREAS, CV has determined it to be in the best interests of CV and its direct and indirect subsidiaries to implement a business reorganization of the CV and HP subsidiaries operating in the United States (the "U.S. Business Reorganization"), whereby the United States thread manufacturing and sales operations would be combined to facilitate efficiencies in operations; and

WHEREAS, Coats American and Barbour desire to merge into a single corporation, as hereinafter specified (the "Merger") and Coats American and Barbour desire that Coats American shall be the Surviving Corporation of the Merger; and

WHEREAS, the Merger is in furtherance of the U.S. Business Reorganization;

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree as follows:

1. <u>The Merger</u>.

In accordance with and subject to (i) the provisions of this Agreement, (ii) the Certificate of Merger (as hereinafter defined), (iii) the Articles of Merger (as hereinafter defined), (iv) the New Jersey Statutes, as Amended (the "NJSA"), and (v) the Alabama Business Corporation Act (the "ABCA"), Coats American hereby merges into itself Barbour, and Barbour shall be, and it hereby is, merged into Coats American, which shall be the Surviving Corporation of said merger.

2. Effective Time of the Merger.

Subject to the provisions of this Agreement, an appropriate form of certificate of merger (the "Certificate of Merger") and of articles of merger (the "Articles of Merger") shall be duly executed, delivered and filed by Coats American in the manner provided by Section 14A of the NJSA and Sections 10-2B-11.05 and 10-2B-11.07 of the ABCA, respectively. The Merger shall become effective (the "Effective Time") upon the later of the filing of the Articles of Merger with the Secretary of State of the State of Alabama and the Certificate of Merger with the Secretary of State of the State of New Jersey, both of which shall occur on March 31, 2000.

3. Effects of the Merger.

The Merger shall, from and after the Effective Time, have the effects provided for in the NJSA and the ABCA, and as set forth in this Agreement.

4. Conversion of Shares.

The manner of converting the outstanding shares of capital stock in each of the constituent corporations into the shares or securities of the Surviving Corporation shall be as follows:

a. Each share of common stock of the Merged Corporation which shall be outstanding immediately prior to the Effective Time and all rights in respect thereof shall be canceled.

b. After the Effective Time, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation, shall surrender the same to the Surviving Corporation.

c. **Each share of common stock of the Surviving Corporation which shall be outstanding immediately prior to the Effective Time and all rights in respect thereof shall be unaffected by the Merger (except to the extent otherwise provided herein), and shall continue to be outstanding with the same force and effect after the Effective Time.**

d. 57,526 additional common shares in Coats & Clark Inc. ("C&C"), the sole stockholder of the Surviving Corporation, shall be issued to Hicking Pentecost, Inc., the sole stockholder of Barbour prior to the Effective Time, as consideration for the merger of Barbour into C&C's subsidiary, Coats American.

5. Governing Document; Directors of the Surviving Corporation.

a. Articles of Incorporation. The Articles of Incorporation of Coats American, Inc., which shall be the Surviving Corporation, shall be the Articles of Incorporation of the Surviving Corporation, and shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the Merger until the same shall be altered, amended or repealed, as therein provided.

b. By-laws. The By-laws of Coats American, Inc., which shall be the Surviving Corporation, as such shall exist at the Effective Time, shall continue in full force and effect as the By-laws of the corporation surviving the Merger, until the same shall be altered, amended or repealed, as therein provided.

c. Directors and Officers. The directors and officers of the Surviving Corporation shall continue in office until their successors shall have been elected and qualified.

6. Transferred Assets.

a. Upon the Effective Time,

all the property, rights, privileges, franchises, claims, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed; and

ii all property, rights, and every other interest of the constituent corporations shall be as effectively the property of the Surviving Corporation as they were of the constituent corporations before such merger.

b. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or its successor or assigns, to take or cause to be taken such actions as the Surviving Corporation may deem necessary or desirable, including the execution and delivery of any deeds and instruments in order to (i) vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation and (ii) otherwise carry out the intent and purposes of this Agreement.

c. The officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation to take any and all such action referred to in Section 6.b. hereof.

7. Termination or Amendment.

This Agreement may be terminated, abandoned or amended by the respective boards of directors of the constituent corporations at any time prior to the Effective Time.

8. Governing Law.

This Agreement shall be governed by and construed in accordance with the laws of the State of New Jersey, except insofar as the laws of the State of Alabama are required to be applicable hereto.

9. Severability.

If any provision of this Agreement or the application of any such provision to any person or circumstances shall be held invalid, illegal or unenforceable in any respect by a court of

competent jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on March 29, 2000, to be effective as of March 31, 2000.

COATS AMERICAN, INC.

By: R.V. Budnick

Name: Ronald V. Budnick
Title: Senior Vice President, Finance

BARBOUR THREADS, INC.

By: R.V. Budnick

Name: Ronald V. Budnick
Title: Vice President

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COATS AMERICAN, INC.

Assistant Secretary's Certificate

I, Alan W. DeMello, Assistant Secretary of Coats American, Inc., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of Barbour Threads, Inc., a corporation organized and existing under the laws of the State of Alabama, was duly adopted by the written consent of the sole stockholder of the Corporation, and is to be effective on March 31, 2000.

WITNESS my hand this 29th day of March, 2000.

Alan W. DeMello

Assistant Secretary