

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Mannington Carpets, Inc.		03/25/2005	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	Mannington Mills, Inc.
Street Address:	P.O. Box 30
City:	Salem
State/Country:	NEW JERSEY
Postal Code:	08079
Entity Type:	CORPORATION: NEW JERSEY

**PROPERTY NUMBERS Total: 34**

Property Type	Number	Word Mark
Serial Number:	78574366	FACETS S.D.
Serial Number:	78593006	VTT
Serial Number:	78593002	VARIABLE TWIST TECHNOLOGY
Serial Number:	76283229	EMBRACING HEALTH AND IMPROVING LIFE
Serial Number:	76525375	TRENDS & TRUTHS
Serial Number:	76617521	ART WITH A HEART
Serial Number:	76587591	MCARE
Serial Number:	76569075	TILE TOOL
Serial Number:	76559444	STREAMLINES
Serial Number:	76555244	WELLCO
Serial Number:	76606225	ACTIONS SPEAK
Registration Number:	2915903	TEXTURE-TWIST
Registration Number:	2929480	ARTCRAFT

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Registration Number:	2693080	COLORSAFE
Registration Number:	2689396	LIFELESSONS
Registration Number:	2673167	EARTH1ST
Registration Number:	2731127	INFINITY
Registration Number:	2490848	CONTEC
Registration Number:	2650136	HP HIGH PERFORMANCE BACKING
Registration Number:	2447825	
Registration Number:	2423964	LIFECARE
Registration Number:	2460152	WEATHERTREAD
Registration Number:	2502379	COLORGRAPH
Registration Number:	2241650	MEGATUFT
Registration Number:	2244463	CLEARTAC
Registration Number:	2301248	COLORSPEC
Registration Number:	1915153	ACCUTUFT
Registration Number:	1954127	ULTRA-BAC
Registration Number:	1862597	TECHNILON
Registration Number:	1932180	DELTABAC
Registration Number:	1734993	MACRO-TEC
Registration Number:	1638486	WELLCO BUSINESS CARPET
Registration Number:	1503128	WELLCO
Registration Number:	1089778	HAWK-LOK

**CORRESPONDENCE DATA**

Fax Number: (410)332-8785  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 410-332-8784  
Email: sflax@saul.com  
Correspondent Name: Sherry H. Flax  
Address Line 1: 500 East Pratt Street  
Address Line 2: Suite 900  
Address Line 4: Baltimore, MARYLAND 21208

NAME OF SUBMITTER:	Sherry Flax
Signature:	/SHERRY FLAX/
Date:	11/29/2005

Total Attachments: 3  
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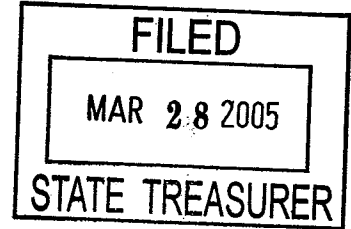
**CERTIFICATE OF MERGER**

**BETWEEN**

**MANNINGTON CARPETS, INC.**

**AND**

**MANNINGTON MILLS, INC.**



THIS IS TO CERTIFY THAT:

FIRST: Mannington Carpets, Inc. shall merge with Mannington Mills, Inc. in the manner set forth in the Plan of Merger described below. Mannington Mills, Inc. (the "Parent Corporation") owns one hundred percent (100%) of the issued and outstanding stock of Mannington Carpets, Inc. (the "Subsidiary").

SECOND: The Parent Corporation is the corporation to survive the merger.

THIRD: The Parent Corporation is incorporated under the laws of the State of New Jersey. The Subsidiary is incorporated under the laws of the State of Georgia.

FOURTH: The Plan of Merger is as follows:

1. Mannington Carpets, Inc. ("MCI") shall be merged with and into Mannington Mills, Inc. ("MMI") in accordance with the laws of the State of Georgia and the laws of the State of New Jersey. MMI shall be the Surviving Corporation.
2. The name which the Surviving Corporation is to have after the merger shall be "Mannington Mills, Inc."
3. The merger shall become effective at 12:00 a.m. on April 1, 2005 (the "Effective Time").
4. Prior to the Effective Time, MMI and MCI shall take all such actions as shall be necessary or appropriate in order to effect the merger.
5. The Articles of Incorporation and Bylaws of MMI, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation.
6. The issued and outstanding capital stock of MCI, all of which is now owned by MMI, shall be cancelled as of the Effective Time.

7. MMI and MCI shall execute and cause to be filed among the corporation records of the State of New Jersey and the State of Georgia, Articles of Merger giving effect to the merger as of the Effective Time.

FIFTH: The plan of merger was approved by the Board of Directors of the Parent Corporation on December 3, 2004.

SIXTH: The number of outstanding shares of each class and series of the Subsidiary is 10,000 shares of Class A common stock, without par value, and 500 shares of Class B common stock, without par value. All of the issued and outstanding shares of the Subsidiary are owned by the Parent Corporation.

SEVENTH: Approval of the stockholders of the Parent Corporation is not required under Section 14A:10-5.1 of the New Jersey Business Corporation Act.

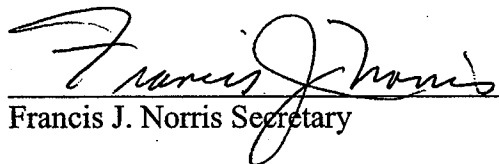
EIGHTH: The merger shall become effective at 12:00 a.m. on April 1, 2005.


NINTH: The undersigned President of the Parent Corporation acknowledges this Certificate of Merger to be the corporate act of the Parent Corporation, and further, as to all matters or facts required to be verified under oath, each President acknowledges that to the best of that President's knowledge, information and belief, these matters and facts relating to the corporation on whose behalf that President has signed are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, this Certificate of Merger have been duly executed by the parties this 23<sup>rd</sup> day of March, 2005.

ATTEST

MANNINGTON MILLS, INC.

  
\_\_\_\_\_  
Francis J. Norris Secretary

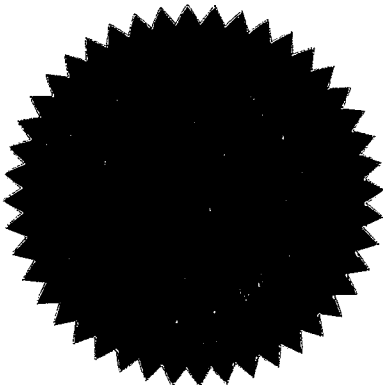
By:   
\_\_\_\_\_  
Thomas S. Davis, President

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

MANNINGTON MILLS INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Merger  
Filed in this office  
March 28, 2005  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
29th day of March, 2005*



A handwritten signature in black ink, reading "John E. McCormac". The signature is written in a cursive style and is located to the right of the official seal.

*John E McCormac, CPA  
State Treasurer*