

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
R.G. Barry (Texas) L.P.		12/23/2004	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	R.G. Barry Corporation
Street Address:	13405 Yarmouth Road NW
City:	Pickerington
State/Country:	OHIO
Postal Code:	43147
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	2968685	TRACK STRIDERS
Registration Number:	2764401	ZIZI
Registration Number:	2833294	DFM
Registration Number:	2799405	SOLUNA
Registration Number:	2801469	STEP OUT IN SOLID COMFORT
Registration Number:	2799332	TERRASOLES
Registration Number:	2798910	ZIZI PLAY LIFE BY HEART
Registration Number:	2762594	ZIZI
Registration Number:	2557103	B
Registration Number:	1996238	MICROCORE
Registration Number:	2565873	ADJUST-TO-ME
Registration Number:	2449993	SPA AT HOME

CH \$715.00 2968685

Registration Number:	2449992	SOLUNA
Registration Number:	2449991	COMFORT AT HOME
Registration Number:	2059978	DEARFOAMS SIGNATURE COLLECTION
Registration Number:	1999199	DEARFOAMS
Registration Number:	2012342	MICROCORE
Registration Number:	1806772	EZ FEET
Registration Number:	1508349	SOFT NOTES
Registration Number:	1355478	DEARFOAMS
Registration Number:	1073670	R G BARRY
Registration Number:	740058	SNUG-TREDS
Registration Number:	580180	ANGEL TREADS
Serial Number:	78623105	DEARFOAMS STUDIO
Serial Number:	78623095	ACTIVE AT HOME
Serial Number:	78623088	RELAX AT HOME
Serial Number:	78623082	FASHION AT HOME
Registration Number:	2881494	

CORRESPONDENCE DATA

Fax Number: (612)332-9081
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612/332-5300
Email: rerickson@merchant-gould.com
Correspondent Name: Gregory C. Golla
Address Line 1: P.O. Box 2910
Address Line 4: Minneapolis, MINNESOTA 55402-0910

ATTORNEY DOCKET NUMBER:	8530.00000001
NAME OF SUBMITTER:	Gregory Golla
Signature:	/Gregory Golla/
Date:	12/27/2005

Total Attachments: 5
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Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

R. G. BARRY (TEXAS) L.P.
Domestic Limited Partnership (LP)
[Filing Number: 11182410]

Into

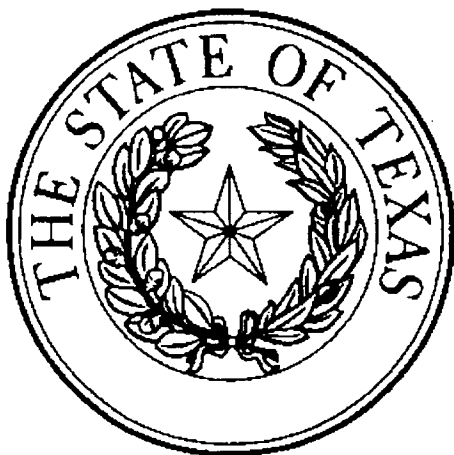
R. G. BARRY CORPORATION
Foreign Business Corporation
OH, USA
[Filing Number: 6276606]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 12/29/2004

Effective: 12/29/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of December 23, 2004, by and between R. G. Barry Corporation, an Ohio corporation ("Barry"), and R.G. Barry (Texas) L.P., a Texas limited partnership ("RGB (Texas)"). Barry and RGB (Texas) are hereinafter sometimes collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, RGB (Texas) is a subsidiary of Barry and Barry is the general partner of RGB (Texas);

WHEREAS, the board of directors of Barry and the general and limited partners of RGB (Texas) have determined that it is advisable and in the best interest of each of the Constituent Entities that RGB (Texas) merge with and into Barry upon the terms and subject to the conditions herein provided;

WHEREAS, pursuant to the provisions of Sections 1701.781 of the Ohio Revised Code (the "ORC") and Article 6132a, Section 2.11 of the Texas Revised Limited Partnership Act (the "TRLPA"), the board of directors or partners, as applicable, of each of the Constituent Entities have, by resolution duly adopted, approved and confirmed this Merger Agreement and authorized its execution by the undersigned officers;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties agree that RGB (Texas) shall be merged with and into Barry and that the terms and conditions of the merger shall be as hereinafter set forth.

ARTICLE I THE MERGER

1.01. Surviving Corporation. RGB (Texas) shall be merged with and into Barry (the "Merger"). Barry shall be the surviving entity of the Merger (hereinafter sometimes called the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Ohio. Following the Merger, the separate existence of RGB (Texas) shall cease.

1.02. Articles of Incorporation. The Articles of Incorporation of Barry, as in effect immediately prior to the Merger, shall be the Articles of Incorporation of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof and applicable law.

1.03. Regulations. The Regulations of Barry, as in effect immediately prior to the Merger, shall be the Regulations of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

1.04. Directors of the Surviving Corporation. The board of directors of Barry immediately prior to the Merger shall be the board of directors of the Surviving Corporation and each such director shall serve as a director of the Surviving Corporation for the balance of the term for which such person was elected a director of Barry and until such person's successor is duly elected and qualified in the manner provided in the Regulations or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by applicable law or until such person's earlier death, resignation or removal in the manner provided in the Regulations or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law.

1.05. Officers of the Surviving Corporation. The officers of Barry immediately prior to the Merger shall be the officers of the Surviving Corporation, with each such person to hold the same office with the Surviving Corporation as such person held with Barry immediately prior to the Merger.

1.06. Effective Time. The Merger shall become effective upon the later of (i) the filing of a Certificate of Merger with the Ohio Secretary of State and (ii) a Certificate of Merger with the Texas Secretary of State (the "Effective Time.")

1.07. Effects of the Merger. At the Effective Time, the Merger shall have the effects provided for herein and in Section 1701.82 of the ORC and Article 6132a, Section 2.11 of the TRLPA.

1.08. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm in the Surviving Corporation, title to and possession of any property or right of RGB (Texas) acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purpose of this Merger Agreement, RGB (Texas) and each of its partners shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of RGB (Texas) or otherwise to take any and all such action.

ARTICLE II MANNER, BASIS AND EFFECT OF CONVERTING SHARES

2.01. Conversion of Shares and Interests. At the Effective Time:

(a) Each common share of Barry issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, continue to constitute one share of the Surviving Corporation. Each common share of Barry held in the treasury of Barry immediately prior to the Effective Time, if any, shall, by

virtue of the Merger and without any action on the part of Barry, continue to constitute one share of the Surviving Corporation and shall be held in the treasury of the Surviving Corporation.

(b) All partnership interests in RGB (Texas) issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be extinguished and shall cease to exist, and shall not be converted into shares of the Surviving Corporation or the right to receive cash. Any partnership interest in RGB (Texas) held by RGB (Texas) immediately prior to the Effective Time, if any, shall, by virtue of the Merger and without any action on the part of RGB (Texas), be extinguished and shall cease to exist, and shall not be converted into shares of the Surviving Corporation or the right to receive cash.

ARTICLE III MISCELLANEOUS

3.01. Counterparts. This Merger Agreement may be executed in two or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

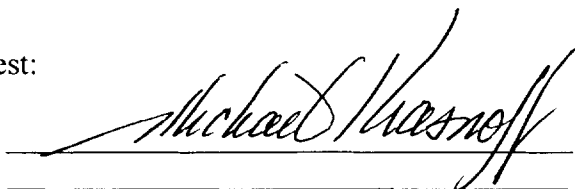
3.02 Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Ohio, notwithstanding such state's choice of law rules.

[Remainder of page intentionally blank; signatures to follow]

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Merger Agreement to be signed by its respective duly authorized officers as of the date first above written.

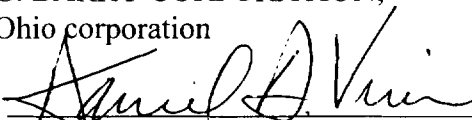
Attest:

By:



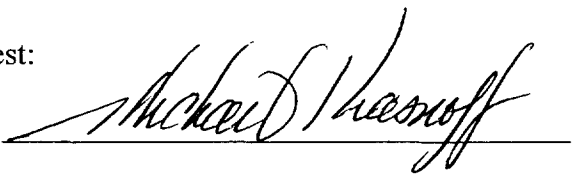
R. G. BARRY CORPORATION,
an Ohio corporation

By:


_____ Daniel D. Viren
Senior Vice President-Finance and
Chief Financial Officer

Attest:

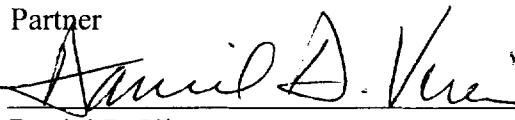
By:



R.G. BARRY (TEXAS), L.P.,
a Texas limited partnership

By: R. G. Barry Corporation, its General
Partner

By:


_____ Daniel D. Viren
Senior Vice President – Finance, Chief
Financial Officer, Secretary and
Treasurer