

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Nature of conveyance from Security Interest to Assigns the entire interst and the good will previously recorded on Reel 003283 Frame 0306. Assignor(s) hereby confirms the Assignment of the entire interest and the goodwill.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Barcalounger Corporation		03/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Recliner Acquisition Corp.
Street Address:	10323 Santa Monica Blvd., Suite 101
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90025
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2851667	WAYNE PHILLIPS FURNITURE
Serial Number:	76457247	WAYNE PHILLIPS FURNITURE BY BARCALOUNGER
Registration Number:	1116068	BARCALOUNGER
Serial Number:	78816286	RELAX-A-LOUNGER

CORRESPONDENCE DATA

Fax Number: (213)996-3367
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 213-683-6367
 Email: nobukochristy@paulhastings.com
 Correspondent Name: Nobuko Christy
 Address Line 1: 515 So. Flower Street, 25th Floor
 Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	59177.00004
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OP \$115.00 2851667

NAME OF SUBMITTER:	Nobuko Christy
Signature:	/s/ Nobuko Christy
Date:	04/07/2006
Total Attachments: 6 source=Document#page1.tif source=Document#page2.tif source=Document#page3.tif source=Document#page4.tif source=Document#page5.tif source=Document#page6.tif	

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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04/05/2006
900045936

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Barcalounger Corporation		03/31/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Recliner Acquisition Corp.		
Street Address:	10323 Santa Monica Blvd., Suite 101		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90025		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2851667	WAYNE PHILLIPS FURNITURE	
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Correspondent Name:	Nobuko Christy		
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Address Line 4:	Los Angeles, CALIFORNIA 90071		
ATTORNEY DOCKET NUMBER:	59177.00004		
NAME OF SUBMITTER:	Nobuko Christy		

OP \$115.00 2851667

Signature:	/s/ Nobuko Christy
Date:	04/05/2006
<p>Total Attachments: 4 source=Barcalounger#page1.tif source=Barcalounger#page2.tif source=Barcalounger#page3.tif source=Barcalounger#page4.tif</p>	

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is dated as of March 31, 2006 (“Assignment”) between Barcalounger Corporation, a Delaware corporation, having a business address of 1450 Atlantic Avenue, Rocky Mount, NC 27802-6157 (“Assignor”) and Recliner Acquisition Corp., a Delaware corporation having a business address of 10323 Santa Monica Boulevard, Los Angeles, CA 90025 (“Assignee”).

WHEREAS, Assignor, Assignee, and FCC Holding Corporation are parties to that certain Asset Purchase Agreement dated as of March 31, 2006 (the “Purchase Agreement”), pursuant to which Assignor has agreed to contribute, convey, assign, transfer and deliver to Assignee, and Assignee has agreed to accept and acquire from Assignor, all of Assignor’s right, title and interest in and to the Conveyed Assets (as defined in the Purchase Agreement), including the trademark registrations and trademark applications listed on Exhibit A hereto (the “Trademarks”).

WHEREAS, Assignor desires to contribute, convey, assign, transfer and deliver to Assignee, and Assignee desires to accept and acquire from Assignor, all of Assignor’s right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby convey, assign, transfer and deliver unto Assignee, its legal representatives, successors, and assigns, and Assignee does hereby accept, Assignor’s entire right, title and interest in and to: (i) the Trademarks; (ii) the goodwill of Assignor’s business with which the Trademarks are used and which is symbolized by the Trademarks; and (iii) all income, royalties, profits, damages and payments now or hereafter due or payable with respect thereto (including without limitation for past infringements of the Trademarks), for Assignee’s use and enjoyment, and for the use and enjoyment of Assignee’s successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Trademarks.

Assignor shall, upon the request of Assignee, execute and deliver all papers, instruments, and assignments (all in a form mutually agreeable to the parties), and perform any other reasonable acts Assignee may require in order to vest all Assignor’s right, title, and interest in and to the Trademarks in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee.

[signature page follows]

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first written above.

BARCALOUNGER CORPORATION

By: Wayne T. Stephens 3/31/06
Name: Wayne T. Stephens
Title: Pres + CEO

RECLINER ACQUISITION CORP.

By: _____
Name: Pieter Cilliers
Title: Chief Financial Officer

(SIGNATURE PAGE TO TRADEMARK ASSIGNMENT AGREEMENT)

TRADEMARK

REEL: 003284 FRAME: 0250

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first written above.

BARCALOUNGER CORPORATION

By: _____
Name:
Title:

RECLINER ACQUISITION CORP.


By: 
Name: Pieter Cilliers
Title: Chief Financial Officer

EXHIBIT A
TRADEMARKS

Mark	Application or Registration Number
BARCALOUNGER	1116068
BARCALOUNGER	160015 (Canada)
WAYNE PHILLIPS FURNITURE	2851667
WAYNE PHILLIPS FURNITURE BY BARCALOUNGER (this trademark has been abandoned)	76/457,247
RELAX-A-LOUNGER	78/816,286