

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Seven Retail Group, Inc.		12/31/2005	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Sevon Devon Group, Inc.
Street Address:	1695 River Road
City:	Des Plaines
State/Country:	ILLINOIS
Postal Code:	60018
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2073189	BLACK DOT GROUP
Registration Number:	2090478	

CORRESPONDENCE DATA

Fax Number: (312)609-5005
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-609-7897
 Email: hmiller@vedderprice.com
 Correspondent Name: Holly Miller
 Address Line 1: 222 North LaSalle Street - 24th Floor
 Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	19432.00.0141
NAME OF SUBMITTER:	Holly Miller
Signature:	/Holly Miller/

CH \$65.00 2073189

Date:

04/11/2006

Total Attachments: 9

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Delaware

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 OWNERSHIP, WHICH MERGES:

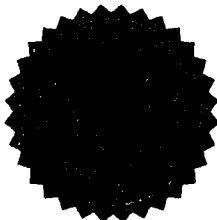
"SEVEN RETAIL GROUP, INC.", A ILLINOIS CORPORATION,
WITH AND INTO "SEVEN DEVON GROUP, INC." UNDER THE NAME OF "SEVEN DEVON GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 11:55 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2857758 8100M

051061012



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4406314

DATE: 12-27-05

TRADEMARK
REEL: 003287 FRAME: 0163

**CERTIFICATE OF OWNERSHIP AND MERGER
OF**

**SEVEN RETAIL GROUP, INC.
(AN ILLINOIS CORPORATION)**

INTO

**SEVEN DEVON GROUP, INC.
(A DELAWARE CORPORATION)**

*State of Delaware
Secretary of State
Division of Corporations
Delivered 11:42 AM 12/27/2005
FILED 11:55 AM 12/27/2005
SRV 051061012 - 2857758 FILE*

It is hereby certified that:

1. Seven Devon Group, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of Seven Retail Group, Inc., which is a business corporation of the State of Illinois.
3. The laws of the jurisdiction of organization of Seven Retail Group, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Seven Retail Group, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 21, 2005 by the Board of Directors of the Corporation to merge the said Seven Retail Group, Inc. into the Corporation:

RESOLVED, that Seven Retail Group, Inc. is a wholly-owned subsidiary of the Corporation;

RESOLVED, that Seven Retail Group, Inc. be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Seven Retail Group, Inc. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Seven Retail Group, Inc. in its name;

FURTHER RESOLVED, that the Corporation will assume all of the obligations of Seven Retail Group, Inc.;

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Illinois and by the laws of the State of Delaware, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Seven Retail Group, Inc. and of the Corporation and in any other appropriate jurisdiction;

CHICAGO#1442490.1

DE BC D-CERTIFICATE OF MERGER L/F D>F 09/98-1 (#569)

**TRADEMARK
REEL: 003287 FRAME: 0164**

FURTHER RESOLVED, that the terms and conditions of the merger are set forth on the attached Plan and Agreement of Merger; and

FURTHER RESOLVED, that the effective time of the Certificate of Merger setting forth a copy of these resolutions shall be December 31, 2005, and that, insofar as the Illinois Business Corporation Act of 1983, as amended, shall govern the same, said time shall be the effective merger time.

[SIGNATURE PAGE FOLLOWS]

CHICAGO/#1442490.1

DEBCD--CERTIFICATE OF MERGER L/F D>F 09/98-2 (#569)

TRADEMARK
REEL: 003287 FRAME: 0165

Dated: December 11, 2005

SEVEN DEVON GROUP, INC.

By: 

James Patterson,
Vice President of Finance

CHICAGO/#1442190.1

DE BC D: CERTIFICATE OF MERGER L/F D>F 09/98-3 (4569)

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-6861
 www.cyberdriveillinois.com

FILED

DEC 30 2005

**JESSE WHITE
 SECRETARY OF STATE**

Remit payment in the form of a
 check or money order payable
 to the Secretary of State.

The filing fee is \$100, but if merger or
 consolidation involves more than 2
 corporations, \$50 for each additional
 corporation.

File # 4358-033-7 Filing Fee: \$ 100⁰⁰ Approved: ✓
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.



1. Names of the corporations proposing to ^{merge} consolidate, and the state or country of their incorporation:
 exchange shares

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Seven Retail Group, Inc.</u>	<u>Illinois</u>	<u>43580337</u>
<u>Seven Devon Group, Inc.</u>	<u>Delaware</u>	<u>None</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: Seven Devon Group, Inc.
 acquiring

(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows:
 exchange

See Attached Plan and Agreement of Merger.

PAID
JAN 04 2006
EXPEDITED
SECRETARY OF STATE

5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation			
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Seven Retail Group, Inc.	34920	34920
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day), _____ (Year).

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 19, 2005
(Month & Day) (Year)

Seven Retail Group, Inc.
(Exact Name of Corporation)

X James Patterson
(Any authorized officer's signature)

James Patterson, VP of Finance
(Type or Print Name and Title)

Dated December 19, 2005
(Month & Day) (Year)

Seven Devon Group, Inc.
(Exact Name of Corporation)

X James Patterson
(Any authorized officer's signature)

James Patterson, VP of Finance
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

(Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

Exhibit A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER approved on December 31, 2005 by Seven Devon Group, Inc., a business corporation organized under the laws of the State of Delaware ("Seven Devon"), and by its Board of Directors on said date, and approved on December 31, 2005 by Seven Retail Group, Inc., a business corporation organized under the laws of the State of Illinois ("Seven Retail"), and by its Board of Directors on said date.

1. Seven Devon is the owner of all of the outstanding shares of common stock of Seven Retail.

2. Seven Devon and Seven Retail shall, pursuant to the provisions of the laws of the States of Delaware and Illinois be merged with and into a single corporation, to wit, Seven Devon, which shall be the surviving corporation on December 31, 2005 (the "Effective Date") of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation. The separate existence of Seven Retail, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the Effective Date of the merger in accordance with the Illinois Business Corporation Act of 1983, as amended.

3. The Articles of Incorporation of the surviving corporation upon the Effective Date of the merger shall be the Certificate of Incorporation of said surviving corporation, and said Certificate of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The By-laws of the surviving corporation upon the Effective Date of the merger will be the By-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

5. The directors and officers in office of the surviving corporation upon the Effective Date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the surviving corporation.

6. Whereas, the terminating corporation is a wholly owned subsidiary of the surviving corporation, each issued share of the terminating corporation, upon the Effective Date of the merger, shall not be converted but each share which is issued as of the Effective Date of the merger shall be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the Effective Date of the merger shall continue to represent one issued share of the surviving corporation.

7. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Illinois Business Corporation Act of 1983, as amended, and the Plan and Agreement of Merger herein made and approved shall be submitted to the Board of Directors of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Delaware General Corporation Law.

8. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the Illinois Business Corporation Act of 1983, as amended, and in the event that the Plan and Agreement of Merger shall have been approved by the Board of Directors entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Delaware and Illinois, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors of the terminating corporation and the Board of Directors and proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.