

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
McArthur Professional, Incorporated		03/30/2007	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Magnet, LLC
Street Address:	7 Chamber Drive
City:	Washington
State/Country:	MISSOURI
Postal Code:	63090
Entity Type:	CORPORATION: MISSOURI

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2765955	THE BAG FACTORY
Registration Number:	1830941	THE NATURAL
Registration Number:	1831384	PROFESSIONAL TOWEL MILLS
Registration Number:	1807609	PROFESSIONAL TOWEL LINE
Registration Number:	2124521	TOWEL N' TOTE

CORRESPONDENCE DATA

Fax Number: (314)552-7000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 314-552-6000
 Email: ipdocket@thompsoncoburn.com
 Correspondent Name: Matthew J. Himich
 Address Line 1: One US Bank Plaza
 Address Line 4: St. Louis, MISSOURI 63101

CH \$140.00 2765955

ATTORNEY DOCKET NUMBER:	56040-9998
NAME OF SUBMITTER:	Matthew J. Himich
Signature:	/matthew j. himich/
Date:	04/23/2007

Total Attachments: 11
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: APR 12 2007

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

MAR 30 2007 12:29 PM

367277 DCORP150

\$150.00

RECEIVED - DEPT OF FINANCIAL INSTITUTIONS STATE OF WISCONSIN

MAR 30 AM 11:48

Sec. 179.77, 180.1105, 181.1105, and 183.1204 Wis. Stats.

State of Wisconsin DEPARTMENT OF FINANCIAL INSTITUTIONS Division of Corporate & Consumer Services



ARTICLES OF MERGER

Non-Surviving Parties to the Merger:

Company Name: <u>McArthur Professional, Incorporated</u> <i>01 1m15008</i>		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving entity is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Company Name: <u>N/A</u>		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving entity is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Entity:

Company Name: <u>Magnet, LLC</u> <i>MR</i>		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Missouri</u> (state or country)

EXCEPTION: If the merger involves only Chapter 180 business corporations, use form 2001.

FILING FEE - \$150.00

DFI/CORP/2000(R05/06)

W2013 - 6/21/06 C T System Online

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\$25.00

3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

The surviving entity is a Domestic or Foreign Business Corporation or Limited Liability Company that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving entity is not a Domestic or Foreign Business Corporation or Limited Liability Company that is an indirect wholly owned subsidiary or parent.

4. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT - The surviving entity of this merger is a domestic or foreign nonstock corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against
All	1	1	1	0

(Append or attach the **PLAN OF MERGER**, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 3/30/2007 (date) at _____ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

6. Executed on March 29, 2007 (date) by the surviving entity on behalf of all parties to the merger.

(Signature)

Mark (X) below the title of the person executing the document.

Please see attached signature page.

(Printed Name)

For a limited partnership
Title: General Partner

For a corporation

For a limited liability company
Title: Member OR Manager

Title: President OR Secretary
or other officer title _____

This document was drafted by: Martha Berrios
(Name the individual who drafted the document)

DFI/CORP/2000(R05/06)

W373 - 4/2/06 CT System Online

State of Wisconsin
Department of Financial Institutions
Division of Corporate & Consumer Services

ARTICLES OF MERGER

6. Executed on March 21 2007 by the surviving entity on behalf of all parties to the merger.

MAGNET, LLC
a Missouri limited liability company

By: MAGNET HOLDING, LP
a Delaware limited partnership,
Member

By: MAG MANAGERS, LLC
a Delaware limited liability company
General Partner

By: THE SEIDLER COMPANY, LLC
a Delaware limited liability company
Member

By: 
Eric Kutsenda, Member

AGREEMENT OF MERGER
OF
MAGNET, LLC
AND
MCARTHUR PROFESSIONAL, INCORPORATED

This Agreement of Merger is entered into between Magnet, LLC, a Missouri corporation ("Surviving Company") and McArthur Professional, Incorporated ("Terminating Company"), pursuant to Section 347.715 of the Missouri Limited Liability Company Act and Section 180.1103 of the Wisconsin Statutes.

1. Surviving Company is organized under the laws of the State of Missouri, having filed its Articles of Organization with the Missouri Secretary of State on October 3, 1997, as amended on October 21, 1997. The Terminating Company is organized under the laws of the State of Wisconsin, having filed its Certificate Incorporation with the Wisconsin Secretary of State on September 16, 1969.
2. Terminating Company shall be merged into Surviving Company, and Surviving Company shall assume all of the assets and liabilities of Terminating Company. The articles of organization of Surviving Company are not amended as a result of the merger. The Operating Agreement of Surviving Company shall be the Operating Agreement of the merged companies, and the Bylaws of Terminating Company shall be canceled.
3. The shares of Terminating Company shall be canceled and no interests of Surviving Company shall be issued in exchange therefor. The outstanding interests of the Members of Surviving Company shall remain outstanding and are not affected by the merger.
4. Terminating Company is a wholly-owned subsidiary of Surviving Company. The merger of Terminating Company into Surviving company has been approved by the authorized person of Terminating Company and by the Sole Member of Surviving Company, in accordance with the provisions of, in the case of Surviving Company, its Operating Agreement, and in the case of Terminating Company, its Bylaws.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have executed this Agreement as of March 30 2007.

MAGNET, LLC
a Missouri limited liability company

By: MAGNET HOLDING, LP
a Delaware limited partnership,
Member

By: MAG MANAGERS, LLC
a Delaware limited liability company
General Partner

By: THE SEIDLER COMPANY, LLC
a Delaware limited liability company
Member

By: Eric Kutsenda
Eric Kutsenda, Member

MCARTHUR PROFESSIONAL, INCORPORATED
a Wisconsin corporation
"Terminating Company"

By: _____
Name: Annette Eckerle
Title: Vice President & Secretary

IN WITNESS WHEREOF, the parties have executed this Agreement as of March 30, 2007.

MAGNET, LLC
a Missouri limited liability company

By: MAGNET HOLDING, LP
a Delaware limited partnership,
Member

By: MAG MANAGERS, LLC
a Delaware limited liability company
General Partner

By: THE SEIDLER COMPANY, LLC
a Delaware limited liability company
Member

By: _____
Eric Kutsenda, Member

MCARTHUR PROFESSIONAL, INCORPORATED
a Wisconsin corporation
"Terminating Company"

By: Annette M. Beckerle
Name: Annette Beckerle
Title: Vice President & Secretary

NOTICE OF MERGER
OF
LIMITED LIABILITY COMPANY

Pursuant to Section 347.129 of the Missouri Limited Liability Act, the undersigned certify the following:

1. The name and jurisdiction of organization of each limited liability company which is to merge is:

<u>Name:</u>	<u>Jurisdiction:</u>
McArthur Professional, Incorporated	Wisconsin
Magnet, LLC	Missouri

2. The surviving entity and the jurisdiction of its organization or formation is:

MAGNET, LLC, a Missouri limited liability company

3. This merger was authorized and approved by the members and/or owners of each party to the merger in accordance with the laws of the jurisdiction where it was organized or formed.

4. The articles of organization of the surviving Missouri limited liability company are not amended as a result of the merger.

5. The executed agreement of merger is on file at the principal place of business of the surviving limited liability company, the address of which is:

#7 Chamber Drive
Washington, Missouri 63090

6. A copy of the agreement of merger will be furnished by the surviving entity, on request and without cost, to any member or owner of any entity that is a party to the merger.

7. The effective date of this document shall be March 30 2007

[Signature page follows.]

The facts stated above are true and in affirmation thereof the parties have executed this Notice of Merger as of March 30, 2007.

MAGNET, LLC
a Missouri limited liability company

By: MAGNET HOLDING, LP
a Delaware limited partnership,
Member

By: MAG MANAGERS, LLC
a Delaware limited liability company
General Partner

By: THE SEIDLER COMPANY, LLC
a Delaware limited liability company
Member

By: *E. Kutsenda*
Eric Kutsenda, Member

McArthur Professional, Incorporated
a Wisconsin corporation

By: _____
Name: Annette Eckerle
Title: Vice President & Secretary

The facts stated above are true and in affirmation thereof the parties have executed this Notice of Merger as of March 30, 2007.

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MAGNET, LLC

a Missouri limited liability company

By: MAGNET HOLDING, LP
a Delaware limited partnership,
Member

By: MAG MANAGERS, LLC
a Delaware limited liability company
General Partner

By: THE SEIDLER COMPANY, LLC
a Delaware limited liability company
Member

By: _____
Eric Kutsenda, Member

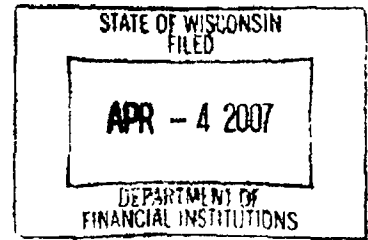
McArthur Professional, Incorporated
a Wisconsin corporation

By: 

Name: Annette Eckerle
Title: Vice President & Secretary

\$ 150.00 + \$ 25.00 Exp

Articles of merger
chap. 180+183



merger; ma Arthur Professional, Incorporated
(WI Corp) (Non-Jurisdiction)

Intro: an Unincorporated Foreign LLC (Jurisdiction)

- Non Jurisdiction does not have a fee
single ownership interest in WI
Real Estate.

TAMMY/DAWN
C T CORPORATION SYSTEM
8025 EXCELSIOR DR STE 200
MADISON WI 53717