# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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|---|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Conversion of Entity |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| PLVTZ, LLC | | 07/06/2007 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|---|---|
| Name: | PLVTZ, Inc. |
| Street Address: | 233 Broadway |
| Internal Address: | 23rd Floor |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10279 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|---|---|---|
| Serial Number: | 78239632 | FEEL THE LOVE |
| Registration Number: | 2484713 | @ MY PLACE |
| Registration Number: | 2422492 | LOVE THE WAY YOU LIVE |
| Registration Number: | 1803479 | ROOMS FOR LESS |
| Registration Number: | 2386797 | BETTER ROOMS FOR LESS |
| Registration Number: | 1043146 | LEVITZ COAST-TO-COAST SINCE 1910 |
| Registration Number: | 0969828 | LEVITZ |
| Serial Number: | 76491523 | YOU'LL LOVE IT AT LEVITZ |
| Registration Number: | 2436329 | SEAMAN'S KIDS FURNITURE |
| Registration Number: | 1798293 | SEAMAN'S |
| Registration Number: | 1816230 | SEE SEAMAN'S FIRST |
| Registration Number: | 1824758 | THE PACKAGE |
| Registration Number: | 2125211 | THE SENSIBLE WAY TO A BEAUTIFUL HOME! |

OP $365.00 78239632

| | | |
|---|---|---|
| Registration Number: | 1922052 | JOHN M. SMYTH'S HOMEMAKERS |

CORRESPONDENCE DATA


Fax Number: (617)951-8736

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 617-951-8000

Email: jennifer.kagan@bingham.com

Correspondent Name: Jennifer Kagan

Address Line 1: Bingham McCutchen LLP

Address Line 2: 150 Federal Street

Address Line 4: Boston, MASSACHUSETTS 02110


| | |
|---|---|
| ATTORNEY DOCKET NUMBER: | 0000323157 |
| NAME OF SUBMITTER: | Jennifer Kagan |
| Signature: | /jenniferkagan/ |
| Date: | 10/26/2007 |

Total Attachments: 5

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# Delaware



*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 COURT ORDERED ADMINISTRATIVE ACTION OF "PLVTZ, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2007, AT 12:03 O'CLOCK P.M.

4043368 8100

071064533

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6036754

DATE: 09-28-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:03 PM 09/28/2007
FILED 12:03 PM 09/28/2007
SRV 071064533 - 4043368 FILE

CERTIFICATE OF CONVERSION OF

PLVTZ, LLC

INTO

PLVTZ, INC.

This Certificate of Conversion, dated as of September 28, 2007, but effective for all purposes as of July 6, 2007, is being duly executed and filed by PLVTZ, LLC, a Delaware limited liability company (the "LLC") to convert the LLC to PLTVZ, Inc., a Delaware corporation (the "Corporation"), under Section 18-216 of the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et. seq.) and Section 265 of the General Corporation Law of the State of Delaware (8 Del. C. § 101, et. seq.).

1. The LLC was first formed on October 11, 2005 under the laws of the State of Delaware, and was immediately prior to the filing of this Certificate of Conversion a limited liability company existing under the laws of the State of Delaware.

2. The name of the LLC immediately prior to the filing of this Certificate is PLVTZ, LLC.

3. The name of the Corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265(b) of the General Corporation Law of the State of Delaware is PLVTZ, Inc

4. This Certificate of Conversion is filed pursuant to the Order For Equitable Relief dated September 28, 2007, entered by the Court of Chancery of the State of Delaware (the "Order"), a copy of which is attached hereto as Exhibit A. Pursuant to the Order, this Certificate of Conversion is deemed for all purposes to be effective as of July 6, 2007, at the time that the original Certificate of Incorporation of PLVTZ, Inc. was filed, with the effects set forth in 8 Del. C. § 265 and 6 Del. C. § 18-216, as of such date and time.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 28th day of September, 2007.

By: PLVTZ, LLC
By: Prentice Capital Management, LP, as Manager

By: Matthew Hoffman
Name: Matthew Hoffman
Title: General Counsel

10459817 1

EXHIBIT A

GRANTED

EFiled: Sep 28 2007 10:35AM EDT
Transaction ID 16480584
Case No. 3249-VCL

IN THE COURT OF CHANCERY FOR THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

| | | |
|---|---|---|
| IN RE PLVTZ, LLC, | ) | |
| | ) | |
| a Delaware limited liability company, and | ) | C.A. No. 3249-VCL |
| | ) | |
| PLVTZ, INC., | ) | |
| A Delaware corporation | ) | |

**ORDER FOR EQUITABLE RELIEF**

WHEREAS, PLVTZ, LLC (the "LLC") and PLVTZ, Inc. (the "Corporation," or collectively with the LLC, the "Petitioners") filed the above-captioned action on September 24, 2007 seeking equitable relief from this Court to remedy the inadvertent failure to file the Certificate of Conversion From a Limited Liability Company to a Corporation pursuant to Section 265 of the Delaware General Corporation Law (the "Certificate of Conversion");

WHEREAS, the Court has considered the Petition, and found that good cause has been show for the granting the equitable relief requested therein; and

WHEREAS, no member of the LLC or stockholder of the Corporation will be adversely affected by this order,

NOW, THEREFORE, IT IS HEREBY ORDERED THIS __ day of September, 2007 that:

1. The Secretary of State of the State of Delaware is hereby ordered to accept the filing of the Certificate of Conversion dated as of the date that it is actually filed, but effective for all purposes as of July 6, 2007, at the time that the original Certificate of Incorporation of PLVTZ, Inc., a Delaware corporation, was filed with the Delaware Secretary of State.

2. The Certificate of Conversion shall contain a provision stating that it was filed with retroactive effect pursuant to this Order, and with a copy of this Order attached thereto.

3. Once filed and accepted by the Secretary of State, the Certificate of Conversion is and shall forever be deemed effective as of July 6, 2007, at the time that the original



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REEL: 003648 FRAME: 0537

Certificate of Incorporation of PLVTZ, Inc. was filed, with the effects set forth in 8 *Del. C.* § 265 and 6 *Del. C.* § 18-216, as of such date and time.

Vice Chancellor Stephen P. Lamb

RLF1-3202636-1

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery

**Judge:** Stephen P Lamb

**File & Serve Transaction ID:** 16476159

**Current Date:** Sep 28, 2007

**Case Number:** 3249-VCL

**Case Name:** In re P L V T Z Inc et al

**Court Authorizer Comments:**

This is a final order and, upon its entry, the Register in Chancery is directed to close the matter.

**/s/ Judge Stephen P Lamb**