

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/03/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Sam Moore Transportation LLC		01/30/2008	LIMITED LIABILITY COMPANY: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
Name:	Sam Moore Furniture LLC		
Street Address:	1556 Dawn Drive		
City:	Bedford		
State/Country:	VIRGINIA		
Postal Code:	24523		
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	1291109	SAM MOORE	
Registration Number:	1291110	SAM MOORE FURNITURE INDUSTRIES	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(703)413-2220		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-413-3000		
Email:	tmdocket@oblon.com		
Correspondent Name:	Jonathan Hudis c/o Oblon, Spivak et al.		
Address Line 1:	1940 Duke Street		
Address Line 4:	Alexandria, VIRGINIA 22314		
ATTORNEY DOCKET NUMBER:	322645US69		
NAME OF SUBMITTER:	Jonathan Hudis		

CH \$65.00 1291109

Signature:	/Jonathan Hudis/
Date:	03/03/2008
<b>Total Attachments: 11</b> source=Merger Docs_SM Transp into SM Furn#page1.tif source=Merger Docs_SM Transp into SM Furn#page2.tif source=Merger Docs_SM Transp into SM Furn#page3.tif source=Merger Docs_SM Transp into SM Furn#page4.tif source=Merger Docs_SM Transp into SM Furn#page5.tif source=Merger Docs_SM Transp into SM Furn#page6.tif source=Merger Docs_SM Transp into SM Furn#page7.tif source=Merger Docs_SM Transp into SM Furn#page8.tif source=Merger Docs_SM Transp into SM Furn#page9.tif source=Merger Docs_SM Transp into SM Furn#page10.tif source=Merger Docs_SM Transp into SM Furn#page11.tif	

**AGREEMENT AND PLAN OF MERGER**  
(pursuant to § 13.1-1070 of the Code of Virginia, as amended)

**Sam Moore Transportation LLC**  
a Virginia limited liability company

Into

**Sam Moore Furniture LLC**  
a Virginia limited liability company

**1. Names and Jurisdictions.** Set forth below are the names of each party to this Agreement and Plan of Merger and the jurisdiction of formation with respect to each party:

**Surviving Entity:** Sam Moore Furniture LLC  
a Virginia limited liability company

**Non-Surviving Entity:** Sam Moore Transportation LLC  
a Virginia limited liability company

**2. Terms and Conditions of the Merger.**

A. General. Sam Moore Transportation LLC (the "**Subsidiary**"), a wholly owned subsidiary of Sam Moore Furniture LLC (the "**Company**"), shall merge with and into the Company in accordance with this Agreement and Plan of Merger (the "**Merger**"). The Company shall be the surviving entity of the Merger.

B. State Filings. To effectuate the Merger, each of the parties shall cause appropriate filings to be made with the State Corporation Commission of the Commonwealth of Virginia pursuant to Section 13.1-1072 of the Code of Virginia, as amended.

C. Effective Date and Time. The Merger shall become effective on February 3, 2008 at 11:59 p.m. (the "**Effective Time**").

**3. Effect on Membership Interests of Subsidiary.** All membership interests in the Subsidiary are held by the Company. When the Merger becomes effective the membership interests in the Subsidiary shall be cancelled, and no conversion of such interests into other interests or rights shall be required or necessary for the benefit of the Company.

**4. Amendment of Articles of Organization of the Company.** Upon completion of the Merger, neither the Articles of Organization nor the Operating Agreement of the Company shall be altered or amended.

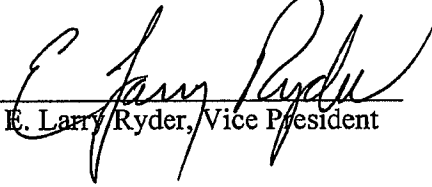
**5. Other Provisions Relating to the Merger.** The managers, employees and representatives of the Company and the Subsidiary shall take such actions, and make such filings, as may be necessary or appropriate to effectuate or evidence the Merger. This Agreement and Plan of Merger may be amended or abandoned by the Company at any time before the Effective Time.

*(Next Page is Signature Page)*

This Agreement and Plan of Merger is made as of January 30, 2008:

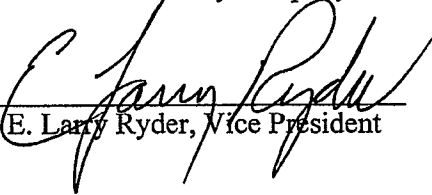
Non-Surviving Entity:

**Sam Moore Transportation LLC**  
a Virginia limited liability company

By:   
E. Larry Ryder, Vice President

Surviving Entity:

**Sam Moore Furniture LLC**  
a Virginia limited liability company

By:   
E. Larry Ryder, Vice President

SAM MOORE TRANSPORTATION LLC

CONSENT OF SOLE MEMBER  
IN LIEU OF SPECIAL MEETING

The undersigned, being the sole member (the "Sole Member") of Sam Moore Transportation LLC (the "Company"), hereby adopts the following resolutions:

WHEREAS, the Company is a wholly owned subsidiary of the Sole Member; and

WHEREAS, it is in the best interests of the Company that it merge with and into the Sole Member, with the Sole Member being the surviving entity in such merger (the "Merger"), pursuant to the agreement and plan of merger attached as Exhibit A hereto (the "Plan of Merger");

NOW, THEREFORE, BE IT

RESOLVED, that the Merger, be, and hereby is, approved, and each of the Vice Presidents and Secretary of the Company (each an "Authorized Officer") is authorized to execute and deliver on behalf of the Company the Plan of Merger on such terms as any Authorized Officer shall deem necessary or appropriate, the approval of such terms to be conclusively evidenced by an Authorized Officer's signature thereon;

RESOLVED, that any Authorized Officer is authorized to take such further actions and execute such additional agreements, documents and certificates, in the name and on behalf of the Company as such officer or officers shall deem necessary or advisable to effect or otherwise carry out the foregoing resolutions, and the determination by an Authorized Officer as to such appropriateness shall be conclusively evidenced by such Authorized Officer's signature thereon, and such determination and any such action shall be binding upon the Company; and

RESOLVED, that the Authorized Officers are hereby authorized to redelegate in writing their authority granted under the foregoing resolutions to any officer or officers of the Company and to provide that officers of the Company different from or in addition to the Authorized Officers shall be authorized to take any of the actions contemplated by the foregoing resolutions.

RESOLVED, that all actions heretofore taken by the officers, directors, employees or agents of the Company with respect to the matters referred to in the foregoing resolutions are approved, ratified and confirmed.

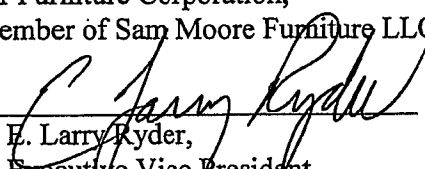
[Signature Page Follows]

This consent shall be effective as of January 30, 2008.

**Sam Moore Furniture, LLC**  
As Sole Member of the Company

By: Hooker Furniture Corporation,  
As Sole Member of Sam Moore Furniture LLC

By: \_\_\_\_\_

  
E. Larry Ryder,  
Executive Vice President –  
Finance & Administration

SAM MOORE FURNITURE LLC

CONSENT OF SOLE MEMBER  
IN LIEU OF SPECIAL MEETING

The undersigned, being the sole member (the "Sole Member") of Sam Moore Furniture LLC (the "Company"), hereby adopts the following resolutions:

WHEREAS, Sam Moore Transportation LLC, a Virginia limited liability company (the "Subsidiary"), is a wholly owned subsidiary of the Company; and

WHEREAS, it is in the best interests of the Company that the Subsidiary merge with and into the Company, with the Company being the surviving entity in such merger (the "Merger"), pursuant to the agreement and plan of merger attached as Exhibit A hereto (the "Plan of Merger");

NOW, THEREFORE, BE IT

RESOLVED, that the Merger, be, and hereby is, approved, and each of the Vice Presidents and the Secretary of the Company (each an "Authorized Officer") is authorized to execute and deliver on behalf of the Company the Plan of Merger on such terms as any Authorized Officer shall deem necessary or appropriate, the approval of such terms to be conclusively evidenced by an Authorized Officer's signature thereon;

RESOLVED, that any Authorized Officer is authorized to take such further actions and execute such additional agreements, documents and certificates, in the name and on behalf of the Company as such officer or officers shall deem necessary or advisable to effect or otherwise carry out the foregoing resolutions, and the determination by an Authorized Officer as to such appropriateness shall be conclusively evidenced by such Authorized Officer's signature thereon, and such determination and any such action shall be binding upon the Company; and

RESOLVED, that the Authorized Officers are hereby authorized to redelegate in writing their authority granted under the foregoing resolutions to any officer or officers of the Company and to provide that officers of the Company different from or in addition to the Authorized Officers shall be authorized to take any of the actions contemplated by the foregoing resolutions.

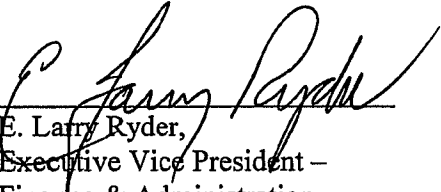
RESOLVED, that all actions heretofore taken by the officers, directors, employees or agents of the Company with respect to the matters referred to in the foregoing resolutions are approved, ratified and confirmed.

[Signature Page Follows]

This consent shall be effective as of January 30, 2008.

**Hooker Furniture Corporation,**  
as Sole Member of the Company

By: \_\_\_\_\_

  
E. Larry Ryder,  
Executive Vice President –  
Finance & Administration



**ARTICLES OF MERGER**

**Sam Moore Transportation LLC**  
a Virginia limited liability company

Into

**Sam Moore Furniture LLC**  
a Virginia limited liability company

These Articles of Merger are hereby filed with the State Corporation Commission of the Commonwealth of Virginia pursuant to Section 13.1-1072 of the Code of Virginia, as amended (the "Code").

1. **Plan of Merger.** Attached hereto as Exhibit A, and incorporated herein by this reference, is the Agreement and Plan of Merger (the "**Plan of Merger**") for the following entities:

**Surviving Entity:** Sam Moore Furniture LLC  
a Virginia limited liability company

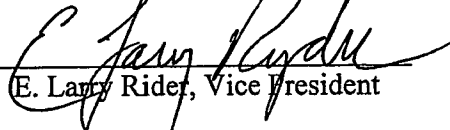
**Non-Surviving Entity:** Sam Moore Transportation LLC  
a Virginia limited liability company

2. **Statement of Adoption by Parties.** The Plan of Merger was adopted by each of Sam Moore Furniture LLC and Sam Moore Transportation LLC, effective as of January \_\_, 2008, in accordance with Section 13.1-1071 of the Code.

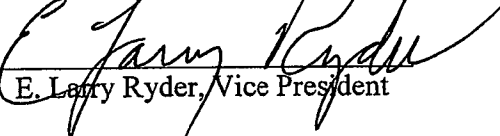
3. **Effective Date and Time of Merger.** The merger shall become effective on February 3, 2008 at 11:59 p.m.

Executed on January [30], 2008 by:

Non-Surviving Entity: **Sam Moore Transportation LLC**  
a Virginia limited liability company

By:   
E. Larry Ryder, Vice President

Surviving Entity: **Sam Moore Furniture LLC**  
a Virginia limited liability company

By:   
E. Larry Ryder, Vice President

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, FEBRUARY 1, 2008

The State Corporation Commission finds the accompanying articles submitted on behalf of

Moore Furniture LLC, Sam

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

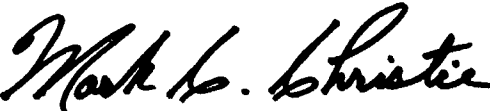
CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective February 3, 2008, at 11:59 PM. Each of the following:

Sam Moore Transportation LLC

is merged into Moore Furniture LLC, Sam, which continues to exist under the laws of VIRGINIA with the name Moore Furniture LLC, Sam, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT  
CIS0375  
08-02-01-0501

TRADEMARK  
REEL: 003730 FRAME: 0321

**ARTICLES OF MERGER**

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a Virginia limited liability company

Into

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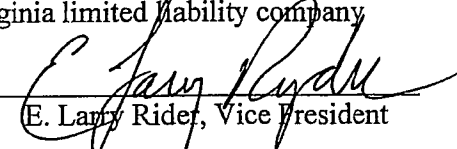
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By:   
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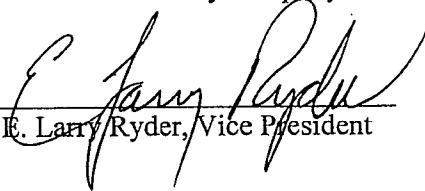
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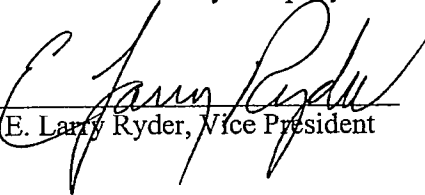
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a Virginia limited liability company

By:   
E. Larry Ryder, Vice President

Surviving Entity:

**Sam Moore Furniture LLC**  
a Virginia limited liability company

By:   
E. Larry Ryder, Vice President