

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Appalachian Engineered Floors, Inc.		12/31/2007	CORPORATION: SOUTH CAROLINA

**RECEIVING PARTY DATA**

Name:	Anderson Hardwood Floors, Inc.
Street Address:	616 East Walnut Avenue
City:	Dalton
State/Country:	GEORGIA
Postal Code:	30720
Entity Type:	CORPORATION: GEORGIA

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Serial Number:	76680996	CASITABLANCA
Registration Number:	2793730	TIME WORN FLOORS
Registration Number:	2744685	DURATINA
Registration Number:	3340527	ANDERSON PACIFIC
Registration Number:	3212084	HEMISPHERES
Serial Number:	76669962	CUMBERLAND PLANK
Registration Number:	3125540	HOMESTEAD

**CORRESPONDENCE DATA**

Fax Number: (847)441-0911  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 847-441-9100  
 Email: pto@nealmcdevitt.com  
 Correspondent Name: Lisa A. Iverson / Neal & McDevitt, LLC

OP \$190.00 76680996

Address Line 1: 1776 Ash Street  
Address Line 4: Northfield, ILLINOIS 60093

ATTORNEY DOCKET NUMBER: 44050.4093

NAME OF SUBMITTER: Lisa A. Iverson

Signature: /Lisa A. Iverson/

Date: 04/16/2008

**Total Attachments: 9**

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# STATE OF GEORGIA

## Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **12/31/2007**. Attached is a true and correct copy of the said filing.

Surviving Entity:

**ANDERSON HARDWOOD FLOORS, INC.**, a Georgia Profit Corporation

Nonsurviving Entity/Entities:

**APPALACHIAN ENGINEERED FLOORS, INC.**, a South Carolina Non-Qualifying Entity,

**ARE HOLDINGS, LLC**, a South Carolina Non-Qualifying Entity,

**DELTA VENEER INVESTORS, LLC**, a Mississippi Non-Qualifying Entity,

**STANDARD PLYWOODS, INCORPORATED**, a South Carolina Non-Qualifying Entity

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on December 31, 2007



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel  
Secretary of State

TRADEMARK

REEL: 003761 FRAME: 0164

ARTICLES OF MERGER  
of  
DELTA VENEER INVESTORS, LLC,  
APPALACHIAN ENGINEERED FLOORS, INC.,  
STANDARD PLYWOODS, INCORPORATED  
and  
ARE HOLDINGS, LLC  
into  
ANDERSON HARDWOOD FLOORS, INC.

Pursuant to the provisions of Sec. 14-2-1105 of the Georgia Business Corporation Code, the undersigned Surviving Corporation hereby executes the following articles of merger and sets forth the following:

1. The name and jurisdiction of organization or formation of each entity that is merging is:

Anderson Hardwood Floors, Inc.	Georgia
Delta Veneer Investors, LLC	Mississippi
Appalachian Engineered Floors, Inc.	South Carolina
Standard Plywoods, Incorporated	South Carolina
ARE Holdings, LLC	South Carolina

2. The name of the Surviving Corporation into which each of Delta Veneer Investors, LLC, Appalachian Engineered Floors, Inc., Standard Plywoods, Incorporated and ARE Holdings, LLC is merging is: Anderson Hardwood Floors, Inc., a Georgia corporation.

3. The executed plan of merger is on file at the principal place of business of the Surviving Corporation, which is located at 616 East Walnut Avenue, Dalton, Georgia 30720.

4. A copy of the plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder or member of any constituent entity.

5. The plan of merger has been duly authorized and approved by the shareholders and members of each constituent entity in accordance with the laws of such entity's state of formation.

6. The merger shall be effective as of 11:59 p.m. EST on December 31, 2007.

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State of Georgia  
Expedite Merger 2 Page(s)



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REEL: 003761 FRAME: 0165

IN WITNESS WHEREOF, the Surviving Corporation has executed these Articles of Merger as of November 30, 2007.

ANDERSON HARDWOOD FLOORS, INC.

By: Gerald R. Embry

Name: Gerald R. Embry

Title: Secretary and Treasurer

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SECRETARY OF STATE  
CORPORATIONS DIVISION



Atlanta ■ Washington ■ Dallas

RESIDENT IN ATLANTA OFFICE

DIRECT DIAL: (404) 572-6687

DHUNTER@POGOLAW.COM

December 21, 2007

Fulton County Daily Report  
Attn: Legal Notices  
190 Pryor Street, S.W.  
Atlanta, GA 30303

Ladies and Gentlemen:

You are requested to publish, once a week for two consecutive weeks commencing within ten days of your receipt of this letter, a notice in the following form:

**"NOTICE OF FILING OF ARTICLES OF MERGER**

Notice is given that Articles of Merger which will merge Delta Veneer Investors, LLC, a Mississippi limited liability company, Appalachian Engineered Floors, Inc., a South Carolina corporation, Standard Plywoods, Incorporated, a South Carolina corporation and ARE Holdings, LLC, a South Carolina limited liability company into Anderson Hardwood Floors, Inc., a Georgia corporation, with Anderson Hardwood Floors, Inc. as the Survivor, have been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The registered office of the corporation is located at 616 East Walnut Avenue, Dalton, Georgia 30720."

Enclosed is a check in the amount of \$40.00 in payment of the cost of publication.

Sincerely,

Donna J. Hunter

For Powell Goldstein LLP

Enclosures

cc: Louis C. Spelios, Esq.  
Amanda Norcross, Esq.

1232510

One Atlantic Center ■ Fourteenth Floor ■ 1201 West Peachtree Street, NW ■ Atlanta, GA 30309-3488

Tel: 404.572.6600 ■ Fax: 404.572.6999

www.pogolaw.com

TRADEMARK

REEL: 003761 FRAME: 0167

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan of Merger"), dated as of November 30, 2007, is by and among Anderson Hardwood Floors, Inc., a Georgia corporation ("Surviving Corporation"), Delta Veneer Investors, LLC, a Mississippi limited liability company ("Delta Veneer"), Appalachian Engineered Floors, Inc., a South Carolina corporation ("Appalachian Engineered"), Standard Plywoods, Incorporated, a South Carolina corporation ("Standard Plywoods"), ARE Holdings, LLC, a South Carolina limited liability company ("ARE Holdings"), Appalachian Katahdin, LLC, a Maine limited liability company ("Appalachian Katahdin"), and Walterboro Veneer Company, Inc., a South Carolina corporation ("Walterboro Veneer"). Each of Delta Veneer, Appalachian Engineered, Standard Plywoods, ARE Holdings, Appalachian Katahdin, and Walterboro Veneer are collectively referred to as the "Predecessor Entities". The Predecessor Entities and the Surviving Corporation are collectively referred to as the "Constituent Entities".

### RECITALS

A. The Board of Directors of each of the Surviving Corporation, Appalachian Engineered, Standard Plywoods, and Walterboro Veneer deem it advisable and to the advantage of the Constituent Entities to merge according to the terms and conditions of this Plan of Merger.

B. The Board of Managers of each of Delta Veneer, ARE Holdings, and Appalachian Katahdin deem it advisable and to the advantage of the Constituent Entities to merge according to the terms and conditions of this Plan of Merger.

C. Appalachian Engineered is the sole member of Appalachian Katahdin.

D. Standard Plywoods is the sole member of Walterboro Veneer.

E. The Surviving Corporation is the sole member of Delta Veneer and ARE Holdings, and is the sole shareholder of Appalachian Engineered and Standard Plywoods.

### AGREEMENT

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Entities agree as follows:

1. The merging corporations are the Surviving Corporation, Delta Veneer, Appalachian Engineered, Standard Plywoods, ARE Holdings, Appalachian Katahdin, and Walterboro Veneer.

2. Terms and Conditions of the Merger.

a. Upon the filing of a Certificate of Merger with the Secretary of State of the State of Maine and Articles of Merger with the Secretary of State of the State of South Carolina pursuant to the laws of the States of Maine and South Carolina, Appalachian Katahdin shall be merged with and into Appalachian Engineered and the existence of Appalachian Katahdin shall cease, effective as of 11:58 p.m. EST on December 31, 2007.

- b. Upon the filing of Articles of Merger with the Secretary of State of the State of South Carolina pursuant to the laws of the State of South Carolina, Walterboro Veneer shall be merged with and into Standard Plywoods and the existence of Walterboro Veneer shall cease, effective as of 11:58 p.m. EST on December 31, 2007.
- c. Upon the filing of a Certificate of Merger with the Secretary of State of the State of Mississippi and Articles of Merger with the Secretary of State of the States of South Carolina and Georgia pursuant to the laws of the States of Mississippi, South Carolina and Georgia, each of Delta Veneer, Appalachian Engineered, Standard Plywoods, and ARE Holdings shall be merged with and into the Surviving Corporation and the existence of each of Delta Veneer, Appalachian Engineered, Standard Plywoods, and ARE Holdings shall cease, effective as of 11:59 p.m. EST on December 31, 2007.
- d. The filings of each of the Certificates of Merger and the Articles of Merger referred to in Sections 2(a), 2(b), and 2(c) will be referred to collectively as the "Merger."
- e. The Articles of Incorporation of the Surviving Corporation as in effect prior to the Merger will be the Articles of Incorporation of the Surviving Corporation.
- f. The Bylaws of the Surviving Corporation as in effect prior to the Merger will be the Bylaws of the Surviving Corporation.
- g. The address of the principal place of business of the Surviving Corporation is 616 East Walnut Avenue, Dalton, Georgia 30720.
- h. As of the effectiveness of the Merger, by virtue of the Merger, and without any further action on the part of the Constituent Entities or their shareholders or members, the issued and outstanding equity interests of the Predecessor Entities shall be cancelled in consideration of the receipt by the Surviving Corporation of the property and assets of the Predecessor Entities, subject to the liabilities and obligations of the Predecessor Entities.

3. The Plan of Merger shall be submitted to the sole shareholder of each of Appalachian Engineered, Standard Plywoods, and Walterboro Veneer, and to the sole member of Delta Veneer, ARE Holdings and Appalachian Katahdin for its approval or rejection in the manner prescribed by the provisions of the laws of the state of such entity's formation.

4. In the event that the Plan of Merger is approved by the sole shareholder or member, as the case may be, entitled to vote in the manner prescribed by the laws of the state of such entity's formation, the Predecessor Entities and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by law, and that they will cause to be performed all necessary acts to effectuate the Merger.



5. The Board of Directors and the proper officers or managers of the Predecessor Entities and the Board of Directors and proper officers of the Surviving Corporation, respectively, are 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 of Merger or of the Merger herein provided.

**[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first above written.

SURVIVING CORPORATION:

Anderson Hardwood Floors, Inc.

By: Gerald R. Embry  
Name: Gerald R. Embry  
Title: Secretary and Treasurer

PREDECESSOR ENTITIES:

Delta Veneer Investors, LLC

By: Gerald R. Embry  
Name: Gerald R. Embry  
Title: Manager

Appalachian Engineered Floors, Inc.

By: Gerald R. Embry  
Name: Gerald R. Embry  
Title: Secretary and Treasurer

Standard Plywoods, Incorporated

By: Gerald R. Embry  
Name: Gerald R. Embry  
Title: Secretary and Treasurer

ARE Holdings, LLC

By: Gerald R. Embry  
Name: Gerald R. Embry  
Title: Manager

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SECRETARY OF STATE  
CORPORATIONS DIVISION

Appalachian Katahdin, LLC

By: Gerald R. Embry  
Name: Gerald R. Embry  
Title: Manager

Walterboro Veneer Company, Inc.

By: Gerald R. Embry  
Name: Gerald R. Embry  
Title: Secretary and Treasurer

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CORPORATIONS DIVISION

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