

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Mohawk Brands, Inc.		12/23/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Mohawk Carpet Distribution, Inc
Street Address:	160 South Industrial Blvd.
City:	Calhoun
State/Country:	GEORGIA
Postal Code:	30701
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 243**

Property Type	Number	Word Mark
Registration Number:	2126233	2 LEES SQUARED
Registration Number:	3030559	ABINGTON OAK
Registration Number:	2712912	ACCELERATED DESIGN SYSTEM
Registration Number:	2992073	AHNZU DISTINCTIVE SURFACES FROM THE EARTH
Registration Number:	3245022	AIRTREK
Registration Number:	2152388	ALADDIN
Registration Number:	2372654	
Registration Number:	2938918	ALADDIN ROOM BY ROOM
Registration Number:	0772417	ALEXANDER SMITH
Registration Number:	1178285	ALEXANDER SMITH CARPET 1845
Registration Number:	3440535	AMAZING WHAT A FLOOR CAN DO
Registration Number:	2733589	AMERICAN CRAFTSMAN COLLECTION
Registration Number:	1984839	AMERICAN RUG CRAFTSMEN

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Registration Number:	1981759	AMERICAN WEAVERS
Registration Number:	2599677	ANTIQUÉ LEGENDS
Registration Number:	3446921	ARIGATO
Registration Number:	2826534	ASHARA
Registration Number:	2519246	ASPECTS
Registration Number:	2730798	BECAUSE SPILLS HAPPEN
Registration Number:	3367230	BELLINGHAM
Registration Number:	3562193	BERBER BASICS
Registration Number:	0047212	BIGELOW
Registration Number:	2167200	BIGELOW COMMERCIAL
Registration Number:	1926980	BIGELOW
Registration Number:	1545445	BIOGUARD
Registration Number:	2170795	
Registration Number:	3030558	CARTHAGE OAK
Registration Number:	2395110	CHLORAGUARD
Registration Number:	2881312	CHROMELL
Registration Number:	2712948	CIBONEY CARPETS BY MOHAWK
Registration Number:	2772114	COLLABORATIVE VOICE COLLECTION
Registration Number:	2194510	COLLEGIATE
Registration Number:	1743311	COLOR CENTER
Registration Number:	1741990	COLOR CENTER
Registration Number:	2356141	COLOR ESSENTIALS
Registration Number:	2918035	COLORBODY PORCELAIN
Registration Number:	2586445	COLORBRIDGE
Registration Number:	1620095	COLORFAST XYLON PROTECTION PLUS
Registration Number:	2751152	COLORMAX
Registration Number:	2758856	COLORSTRAND
Registration Number:	2931872	COMPONENT + CORRIDORS
Registration Number:	2820424	CREATIVE DE'COR
Registration Number:	2973901	CREATIVE SPACES
Registration Number:	2480630	CRYSTAL SHIELD
Registration Number:	2780678	CRYSTALSHIELD NATURA OIL FINISH
Registration Number:	1900236	CUSTOMWEAVE
Registration Number:	3002722	CYP PRISM BY DURKAN
Registration Number:	3402880	CYP PRISM BY DURKAN

**TRADEMARK**

**REEL: 003944 FRAME: 0088**

Registration Number:	1239550	DATAGUARD 1
Serial Number:	77101740	DECORATING FROM THE FLOOR UP
Registration Number:	1850776	DIAMOND CARPETS
Registration Number:	1693209	DURACOLOR
Registration Number:	3349388	DURACOLOR THE MOLECULAR CODE FOR STAIN RESISTANCE.
Registration Number:	2545028	DURACOLOR MD
Registration Number:	2220731	DURA-LOC
Registration Number:	2444027	DURASAFE
Registration Number:	2667330	DURATHANE
Registration Number:	2522681	DURKAN
Registration Number:	2959823	EAST SIDE
Registration Number:	3562155	ECO-LIVING
Registration Number:	1348179	ELAN
Registration Number:	1463707	ELECTRA-DYE
Registration Number:	2890163	ELITE COLLECTION BY MOHAWK
Registration Number:	0994389	ELOQUENCE
Registration Number:	2504630	ELUMICOLOR
Registration Number:	3022040	EMPORIA MAPLE
Registration Number:	3332801	ENCYCLE
Serial Number:	77124121	E ENCYCLE
Registration Number:	2626744	ENGLISH MANOR
Registration Number:	1654970	ENVIRO-TECH
Registration Number:	2848331	ES
Registration Number:	2282822	ESSENTIALS BY KARASTAN
Registration Number:	1187824	ETERNEAU
Registration Number:	1909363	EUROFLEX
Registration Number:	2978273	EVER SET
Registration Number:	2787533	EVERSOFT
Registration Number:	3049687	EVERSET FIBERS
Registration Number:	2940718	EVERSTRAND
Registration Number:	2394413	EXTRA DIMENSIONS
Registration Number:	0921999	FACULTY
Registration Number:	2802806	FASHION DESIGNS
Registration Number:	2717602	FASHION STATEMENTS

Registration Number:	0690607	FIRTH
Registration Number:	2799317	FLOORCARE ESSENTIALS
Registration Number:	1341038	FLOORSCAPES
Registration Number:	2335584	FLOORSCAPES
Registration Number:	2904001	FOR WORK & HOME
Registration Number:	3537737	FORTIS
Registration Number:	2482271	FRONT PORCH
Registration Number:	1073683	GALAXY
Registration Number:	1781547	GALAXY
Registration Number:	2739095	GUARDIANSHIELD
Registration Number:	1317114	HARBINGER
Registration Number:	2953622	HARPER'S MILL
Registration Number:	1573559	HELIOS
Registration Number:	2548169	HILLSBORO
Registration Number:	1422031	HORIZON
Registration Number:	2887734	HOSPITALITY PERFORMANCE SYSTEM HPS
Registration Number:	2770871	IMAGES
Registration Number:	2457948	INFINITY
Registration Number:	1569899	INSIGNIA
Registration Number:	2343637	INSIGNIA
Registration Number:	3277822	INSTACLIC
Registration Number:	3277823	INSTAFORM
Registration Number:	3184829	INSTALOC
Registration Number:	3350289	JAKARTA
Registration Number:	2518577	KARABAC
Registration Number:	3385261	KARA-CORNER
Registration Number:	1067759	KARASTAN
Registration Number:	2879742	KARASTAN ACCENTS
Registration Number:	2496303	KARASTAN DOWN UNDER
Registration Number:	2867781	KARASTAN JUST PICTURE IT
Registration Number:	2953121	KARA-STEP
Registration Number:	1868917	KID-PROOF
Registration Number:	2833206	LAURELCREST
Registration Number:	0694624	LEES
Registration Number:	2730318	LEES 6

Registration Number:	2388600	LEES FOR LIVING
Registration Number:	2550823	LEXINGTON
Registration Number:	3261736	LOCBAC
Registration Number:	2916752	MAKE A STATEMENT. YOUR OWN.
Registration Number:	3367231	MANSFIELD PARK
Registration Number:	3193844	MERIT
Registration Number:	2750966	METAFLOOR
Registration Number:	2762575	METASTRIP
Registration Number:	3385172	MODULAR DESIGN STUDIO
Registration Number:	1099660	MOHAWK
Registration Number:	2521092	MOHAWK
Registration Number:	3248171	MOHAWK DESIGN AT HOME
Registration Number:	3269114	MOHAWK DREAMVISION
Registration Number:	3455668	MOHAWK EASYCHOICE
Registration Number:	3357903	MOHAWK EASYCHOICE SYSTEM
Registration Number:	3006456	MOHAWK ENVIRO CUSHION
Registration Number:	3163768	MOHAWK FLOORCARE ESSENTIALS
Registration Number:	2803569	MOHAWK FLOORCARE ESSENTIALS
Registration Number:	2335599	
Serial Number:	77211691	MOHAWK GREENWORKS
Registration Number:	3179185	MOHAWK HOME
Registration Number:	2375017	
Registration Number:	2760268	MOHAWK PROTECTION PLUS
Registration Number:	3146651	MOHAWK RECOVER NETWORK
Registration Number:	2955748	MOHAWK SELECT
Serial Number:	77293883	MOHAWK SHARE
Registration Number:	2689073	MOHAWK SIGNATURE SERIES
Registration Number:	2710176	NATURAL INSPIRATIONS
Registration Number:	2291110	NATURE'S LAYERS
Registration Number:	2730024	NEOFLOOR
Registration Number:	3140168	NEW GENERATION
Registration Number:	1569901	NEW VISIONS
Registration Number:	1403236	NEWMARK RUG COMPANY N
Registration Number:	1064211	NU-BROADLOK
Registration Number:	3042479	NU SPRAY LOK

Registration Number:	2744224	OBSERVATION
Registration Number:	3295551	ONE QUARTZ SURFACES
Registration Number:	3277158	OPTIBACK
Registration Number:	2846678	OPTILON
Registration Number:	3363731	ORCHARD FIELD
Registration Number:	2826527	PERFECTLY SOFT
Registration Number:	2886249	PERMALINK
Registration Number:	2893923	PERMASTRAND
Registration Number:	2684355	PERSIAN RENAISSANCE
Registration Number:	2718163	PERSONAL STYLE
Registration Number:	2759657	PIN STRIPE
Registration Number:	1583718	POLY-BOND
Registration Number:	2384717	PORTICO
Registration Number:	2233165	
Registration Number:	2299384	PROFESSIONAL CHOICE
Registration Number:	2417909	PROFESSIONAL CHOICE
Registration Number:	2308409	PROFESSIONAL CHOICE
Registration Number:	2735094	PROFESSIONAL CHOICE
Registration Number:	2945175	PROPERTIES BY MOHAWK
Registration Number:	3363730	QUEENSTOWN
Registration Number:	2716552	QUICK2YOU BY MOHAWK
Registration Number:	3346234	RARITY
Registration Number:	2936986	RBN
Registration Number:	2750703	REGENCY GRANDE
Registration Number:	2485893	REGENCY GRAND BY MOHAWK
Registration Number:	3557486	RELAX, IT'S ... LEES
Registration Number:	1463710	RENAISSANCE
Registration Number:	1569897	REVELATION
Registration Number:	2692009	ROYAL SPIKEPROOF
Registration Number:	2735637	RUE DE PROVENCE
Registration Number:	2220313	SAMOVAR
Registration Number:	2885445	SATINESQUE
Registration Number:	2557775	SELF LOCK
Registration Number:	2953648	SENSATION
Registration Number:	2841661	SENSATION

Registration Number:	3353016	SENSATIONAL STILES
Registration Number:	3562192	SENSIBLE STYLE
Registration Number:	2773535	SENTRY PLUS
Registration Number:	3442866	SHANGRI-LA
Registration Number:	3377115	SHAPURA
Registration Number:	3377116	SIERRA MAR
Registration Number:	1807690	SIMPLY, THE BEST CARPETS MADE.
Registration Number:	2352756	SMART STEP
Registration Number:	2426860	SMARTBACK
Registration Number:	3124632	SMARTSOLUTIONS
Registration Number:	2940828	SMARTSTRAND
Serial Number:	78513676	SOFT STEP
Registration Number:	2748822	SOUND INHIBITOR BY MOHAWK
Registration Number:	2831126	STABILOK
Registration Number:	2956275	STAY-PUT
Registration Number:	3009477	STUDIO BY KARASTAN
Registration Number:	2133259	STYLED TO A HIGHER POWER
Registration Number:	1582729	STYLE POINT
Registration Number:	2482360	TEXTURE CRAFT
Registration Number:	1582728	TEXTURE-FLEX
Registration Number:	2346295	THERMOBOND
Registration Number:	2507000	THOUGHT PATTERNS
Registration Number:	0969696	
Registration Number:	2286945	TOWNHOUSE
Registration Number:	3188180	TOWNHOUSE
Registration Number:	2350855	TREASURES
Registration Number:	2834162	TRIAX
Registration Number:	2455954	TRUTH IN COLOR
Registration Number:	3268968	TUFF TONE
Registration Number:	2386364	ULTIMATE STEP
Registration Number:	3277525	ULTIMATE STEP
Registration Number:	2931710	ULTRAstrand
Registration Number:	1844537	UNIBOND
Registration Number:	2855773	
Registration Number:	2850626	

Registration Number:	3240701	UNIBOND RE
Serial Number:	77211623	UNIBOND U2
Registration Number:	3545857	UNIFIX
Registration Number:	2953245	VISIO
Registration Number:	2656949	VITAL DESIGNS
Registration Number:	1195768	WAYN-TEX INC.
Registration Number:	1051944	WELDLOK
Registration Number:	2730799	WET LOCK
Registration Number:	2748852	WET LOCK BECAUSE SPILLS HAPPEN
Registration Number:	3107759	WINTHROP OAK
Registration Number:	3436759	WOODWORKS BY MOHAWK LAMINATE
Registration Number:	2410226	WORLD
Registration Number:	0787616	WORLD
Registration Number:	2771594	WOVEN CLASSICS
Registration Number:	2693502	WOVEN CLASSICS BY CUSTOMWEAVE
Registration Number:	2485655	WOVEN IMPRESSIONS
Registration Number:	1195769	WTI
Registration Number:	2329865	W
Registration Number:	2329845	WUNDA WEVE
Registration Number:	1392483	XYLON
Registration Number:	2255323	XYLON GOLD

**CORRESPONDENCE DATA**

Fax Number: (706)624-2483  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 706-624-2254  
Email: misty\_young@mohawkind.com  
Correspondent Name: Misty Young  
Address Line 1: 160 South Industrial Blvd.  
Address Line 4: Calhoun, GEORGIA 30701

NAME OF SUBMITTER:	Misty Young
Signature:	/Misty Young/
Date:	02/27/2009

Total Attachments: 7  
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## AGREEMENT OF MERGER

Pursuant to this Agreement of Merger, dated as of the 31st day of December, 2008, Mohawk Brands, Inc., a Delaware corporation, shall be merged with and into Mohawk Mills, Inc., a Delaware corporation.

### SECTION 1 DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean the date and time on which the Merger contemplated by this Agreement of Merger becomes effective pursuant to the laws of the State of Delaware, as determined in accordance with Section 2.2 of this Agreement of Merger.

1.4 Merger. "Merger" shall refer to the merger of the Merging Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Agreement of Merger.

1.3 Merging Corporation. "Merging Corporation" shall refer to Mohawk Brands, Inc.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Mohawk Mills, Inc.

### SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions of this Agreement of Merger, at the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with applicable law. Mohawk Mills, Inc. shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Delaware but will change its name to "Mohawk Carpet Distribution, Inc." The Merger shall be consummated pursuant to the terms of this Agreement of Merger, which has been approved by the Board of Directors and the sole stockholder of the Merging Corporation and the Surviving Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement of Merger shall be effective at 11:55 p.m. EST on December 31, 2008.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists at the Effective Time shall remain in full force and effect after the Effective Time but will be amended to change the name of the Surviving Corporation to "Mohawk Carpet Distribution, Inc."

2.4 Bylaws. The Bylaws of the Surviving Corporation as they exist at the Effective Time shall remain the Bylaws of the Surviving Corporation until altered or amended as provided in such Bylaws in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

2.5 Board of Directors. The Board of Directors of the Surviving Corporation shall continue to serve as the Board of Directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualified or until the earlier of their respective death, resignation or removal.

2.6 Officers. The officers of the Surviving Corporation shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualified or until the earlier of their respective death, resignation or removal.

SECTION 3  
MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Merging Corporation shall be cancelled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and will be unaffected by the Merger.

SECTION 4  
MISCELLANEOUS

4.1 Further Assurances. Each party to this Agreement of Merger agrees to do such things as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Agreement of Merger.

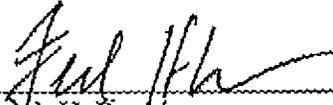
4.2 Plan of Reorganization. Each of the parties intends for the Merger to qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Tax Code"). Each of the parties also intends for this Agreement of Merger to constitute a plan of reorganization within the meaning of Section 368 of the Tax Code and the Treasury Regulations thereunder, and each party to this Agreement of Merger hereby adopts such plan of reorganization.

*[Signatures on following page]*

IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement of Merger to be executed by their duly authorized officers as of the date first above written.

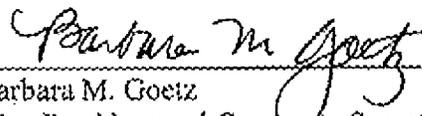
**MERGING CORPORATION:**

MOHAWK BRANDS, INC.

By:   
-----  
Frank H. Boykin  
President

**SURVIVING CORPORATION:**

MOHAWK MILLS, INC.

By:   
-----  
Barbara M. Goetz  
Vice President and Corporate Secretary

**JOINT ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND THE SOLE STOCKHOLDER OF  
MOHAWK MILLS, INC.**

Acting by unanimous written consent pursuant to applicable provisions of Delaware law, the undersigned, being all of the members of the Board of Directors and the sole stockholder of Mohawk Mills, Inc., a Delaware corporation (the "Corporation"), hereby waive notice of a meeting and consent to and adopt the following resolutions as the action of the Board of Directors and the sole stockholder in lieu of a meeting and hereby direct that this written consent be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

**Approval of Mohawk Carpet Distribution Merger**

WHEREAS, the Corporation holds a 99% limited partnership interest in Mohawk Carpet Distribution, L.P., a Delaware limited partnership ("MCD");

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge MCD with and into the Corporation (the "MCD Merger"); and

WHEREAS, the Board of Directors has reviewed the terms and conditions of the proposed MCD Merger as set forth in the Agreement of Merger attached hereto as Exhibit A and believes that it is advisable and in the best interests of the Corporation and its sole stockholder that the transactions be consummated substantially in the manner presented therein.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the MCD Merger and approves and adopts the Agreement of Merger in substantially the form presented to the Board of Directors together with such changes, additions, and deletions thereto as may be deemed advisable by any officer of the Corporation, in his or her sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board of Directors recommends approval of the proposed MCD Merger to the sole stockholder of the Corporation;

FURTHER RESOLVED, that the sole stockholder authorizes and approves the MCD Merger; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of the Delaware General Corporation Law and the Delaware Revised Uniform Limited Partnership Act to effect the MCD Merger.

*Approval of Aladdin of Texas Holding Merger*

WHEREAS, the Corporation owns a 100% membership interest in Aladdin of Texas Holding, LLC, a Delaware limited liability company ("ATH");

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge ATH with and into the Corporation (the "ATH Merger"); and

WHEREAS, the Board of Directors has reviewed the terms and conditions of the proposed ATH Merger as set forth in the Agreement of Merger attached hereto as Exhibit B and believes that it is advisable and in the best interests of the Corporation and its sole stockholder that the transactions be consummated substantially in the manner presented therein.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the ATH Merger and approves and adopts the Agreement of Merger in substantially the form presented to the Board of Directors together with such changes, additions, and deletions thereto as may be deemed advisable by any officer of the Corporation, in his or her sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board of Directors recommends approval of the proposed ATH Merger to the sole stockholder of the Corporation;

FURTHER RESOLVED, that the sole stockholder authorizes and approves the ATH Merger; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of the Delaware General Corporation Law and the Delaware Limited Liability Company Act to effect the ATH Merger.

*Approval of Mohawk Brands Merger and Name Change*

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge Mohawk Brands, Inc., a Delaware corporation ("MB"), with and into the Corporation (the "MB Merger") and change the name of the Corporation to "Mohawk Carpet Distribution, Inc." (the "Name Change"); and

WHEREAS, the Board of Directors has reviewed the terms and conditions of the proposed MB Merger and the Name Change as set forth in the Agreement

of Merger attached hereto as Exhibit C and believes that it is advisable and in the best interests of the Corporation and its sole stockholder that the transactions be consummated substantially in the manner presented therein.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the MB Merger and the Name change and approves and adopts the Agreement of Merger in substantially the form presented to the Board of Directors together with such changes, additions, and deletions thereto as may be deemed advisable by any officer of the Corporation, in his or her sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board of Directors recommends approval of the proposed MB Merger and the Name Change to the sole stockholder of the Corporation;

FURTHER RESOLVED, that the sole stockholder authorizes and approves the MB Merger and the Name Change; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of the Delaware General Corporation Law and the Delaware Limited Liability Company Act to effect the MB Merger and the Name Change.

*General Authority*

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

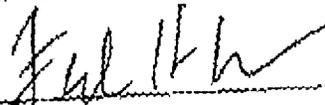
FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

*[Signatures on following page]*

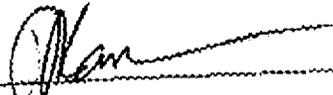
IN WITNESS WHEREOF, the undersigned hereby consent to the actions described herein.

**BOARD OF DIRECTORS:**

Date: \_\_\_\_\_

  
\_\_\_\_\_  
Frank H. Boykin

Date: \_\_\_\_\_

  
\_\_\_\_\_  
Thomas J. Kasick

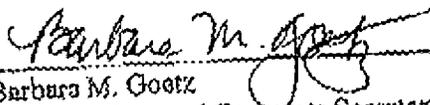
Date: \_\_\_\_\_

  
\_\_\_\_\_  
James T. Lucke

**SOLE STOCKHOLDER:**

ALADDIN MANUFACTURING CORPORATION

Date: \_\_\_\_\_

By:   
\_\_\_\_\_  
Barbara M. Goetz  
Vice President and Corporate Secretary