

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CAN 56, INC.		12/06/2006	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	D 56, INC.		
Street Address:	One Village Place, 6436 City West Parkway		
City:	Eden Prairie		
State/Country:	MINNESOTA		
Postal Code:	55344		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2902448	READY, SET, DECORATE!	
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	Scott Kareff, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 2:	22nd Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	047736/0001		
NAME OF SUBMITTER:	Scott Kareff, Esq. (047736-0001)		
Signature:	/kc for sk/		

CH 2902448 \$40.00

900129117

TRADEMARK
REEL: 003950 FRAME: 0443

Date:

03/11/2009

Total Attachments: 16

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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: CAN 56, INC.

MN: D 56, INC.

State of Formation and Name of Surviving Entity:

MN: D 56, INC.

Effective Date of Merger: December 30, 2006 11:59 p.m. est.

Name of Surviving Entity After Effective Date of Merger:

D 56, INC.

This certificate has been issued on: December 4, 2006



Mary Kiffmeyer
Secretary of State.

40-17

DC M.

**ARTICLES OF MERGER
OF
CAN 56 INC.
INTO
D 56, INC.**

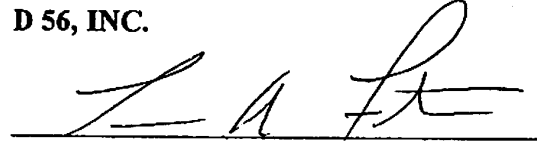
The undersigned, Louis A. Fantin, the Senior Vice President, General Counsel and Secretary of D 56, Inc., a Minnesota corporation, and the Senior Vice President, General Counsel and Secretary of Can 56, Inc., a Minnesota corporation, hereby certifies as follows:

1. Attached hereto as Exhibit A is the agreement and plan of merger for the merger of Can 56, Inc. into D 56, Inc., which has been duly adopted by the board of directors of each corporation.
2. Such plan of merger has been approved by D 56, Inc. and Can 56, Inc. pursuant to Chapter 302A of the Minnesota Statutes.
3. The merger shall be effective on December 30, 2006, at 11:59 p.m. EST.

[Remainder of page left intentionally blank]

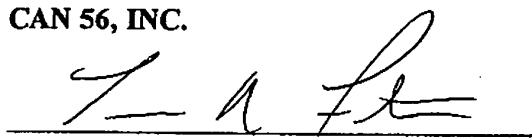
IN WITNESS WHEREOF, the undersigned being the Senior Vice President, General Counsel and Secretary of Can 56, Inc., a Minnesota corporation, and the Senior Vice President, General Counsel and Secretary of D 56, Inc., executed this document for and on behalf of the respective companies this 14 day of December, 2006.

D 56, INC.



Louis A. Fantin
Senior Vice President, General Counsel and
Secretary

CAN 56, INC.



Louis A. Fantin
Senior Vice President, General Counsel and
Secretary

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
CAN 56, INC.
WITH AND INTO
D 56, INC.**

This Agreement and Plan of Merger (this "*Agreement*") is made and entered by and among D 56, Inc., a Minnesota corporation ("*D 56*") and Can 56, Inc. ("*Can 56*"), a Minnesota corporation, as of the 1st day of December 2006.

WHEREAS, the respective boards of directors and shareholders of D 56 and Can 56 have, by resolutions duly adopted, determined that a merger of Can 56 with and into D 56 (the "Merger") in accordance with the terms of this Agreement and the applicable provisions of the Minnesota Business Corporations Act is in the best interests of each such party and its respective shareholders; and

WHEREAS, the sole shareholder of D 56 and the sole shareholder of Can 56 have approved and adopted the terms of this Agreement and the Merger.

NOW, THEREFORE, the parties hereto agree as follows:

Merger. The Merger shall take effect in accordance with the plan of merger, attached hereto as Exhibit B (the "*Plan of Merger*"), and incorporated into this Agreement.

Governing Law. The internal law, and not the law of conflicts, of the State of Minnesota will govern all questions concerning the construction, validity, and interpretation of this Agreement and the performance of the obligations imposed by this Agreement.

Assignment. This Agreement and all of the provisions hereof will be binding upon and insure to the benefit of the parties hereto and their respective successors and permitted assigns, except that neither this Agreement nor any of the rights, interests, or obligations hereunder may be assigned by any party hereto without the prior written consent of the other parties hereto.


Amendment and Waiver. The parties may, by written agreement waive compliance or modify, amend, or supplement any of the covenants or agreements contained in this Agreement.

Notices. All notices, requests, demands, and other communications hereunder shall be in writing and shall be deemed to have been duly given if delivered by hand, or mailed by first class mail, return receipt requested, or when receipt is acknowledged by return telecopy if telecopied, to the address appearing on the corporate record of each of the parties hereto (or to such other address as a party may designate by notice to the others).

Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

D 56, INC.

By: 
Name: Louis A. Fantin
Title: Senior Vice President, General Counsel
& Secretary

CAN 56, INC.

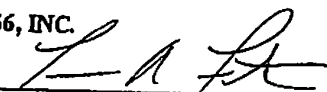
By: 
Name: Louis A. Fantin
Title: Senior Vice President, General Counsel
& Secretary

EXHIBIT B

**PLAN OF MERGER
OF
CAN 56, INC.
WITH AND INTO
D 56, INC.**

A. D 56, Inc. ("*D 56*"), which is a business corporation of the State of Minnesota, hereby authorizes that Can 56, Inc. ("*Can 56*"), which is a business corporation of the State of Minnesota, be merged with and into D 56 pursuant to the provisions of Section 302A.621 of the Business Corporations Law of the State of Minnesota.

B. The jurisdiction of organization of D 56 is the State of Minnesota. The address of D 56 is D 56, Inc., 6436 City West Parkway, One Village Place, Eden Prairie, Minnesota 55344. The jurisdiction of organization of Can 56 is the State of Minnesota. The address of Can 56 is Can 56, Inc., 6436 City West Parkway, One Village Place, Eden Prairie, Minnesota 55344.

C. The separate existence of Can 56 shall cease upon the effective date of the merger pursuant to the provisions of the Minnesota Business Corporations Act; and D 56 shall continue its existence as the surviving corporation pursuant to the provisions of the said Business Corporations Act of the State of Minnesota.

D. The certificate of incorporation of the Parent shall be the certificate of incorporation of the surviving corporation.

E. Upon the effective date of the mergers, all outstanding shares of each class and series of stock of Can 56 shall be cancelled and no shares of D 56 shall be issued in lieu thereof.

F. The effective date of the merger herein provided for shall be 11:59 p.m. eastern standard time on December 30, 2006.

G. The Board of Directors and proper officers of D 56 and Can 56 are hereby 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 for.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 04 2006

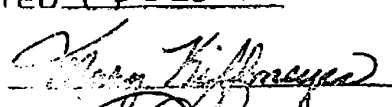
Mary Hiffray
Secretary of State

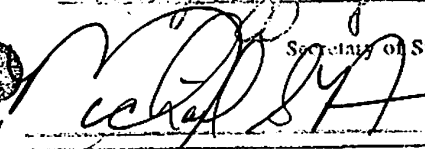
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STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 4 December 2006


Secretary of State

By 

**JOINT WRITTEN ACTION
OF THE
BOARD OF DIRECTORS
AND THE
SOLE SHAREHOLDER
OF
CAN 56, INC.**

The undersigned, constituting all of the directors and the sole shareholder of Can 56, Inc., a Minnesota corporation ("*Can 56*"), in accordance with the authority contained in Section 302A.329 and Section 302A.441 of the Minnesota Business Corporations Act, in lieu of a meeting to consider the same, do hereby adopt and approve the following resolutions:

WHEREAS, all of the outstanding shares of Can 56 are owned by Lenox Group, Inc. (the "*Sole Shareholder*"), a Delaware corporation; and

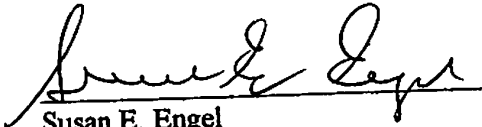
WHEREAS, Can 56 desires to merge with and into D 56, Inc., a Minnesota corporation ("*D 56*"), and the Sole Shareholder has adopted resolutions approving the same.

RESOLVED, that the directors of Can 56 and the Sole Shareholder deem it is in the best interest of Can 56 to merge itself with and into D 56 effective as of 11:59 p.m. eastern standard time on December 30, 2006, with D 56 continuing as the surviving corporation, and do hereby ratify and approve the agreement and plan of merger of Can 56 with and into D 56, in the form attached hereto as Exhibit A.

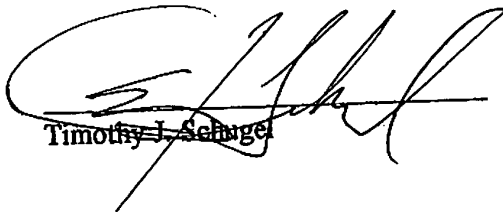
RESOLVED FURTHER, that the officers of Can 56 are hereby authorized to take whatever action is necessary to accomplish such merger, and to do such other acts as they may deem necessary or advisable to carry out and effect the intended purposes of the foregoing resolution.

[Remainder of this page intentionally left blank]

DIRECTORS:

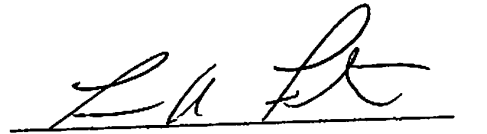

Susan E. Engel

DATED: November 3, 2006


Timothy J. Schigel

DATED: November 20, 2006

**SHAREHOLDER:
LENOX GROUP INC**


Louis A. Fantin,
Senior Vice President, General Counsel
and Secretary

DATED: November 21, 2006

*[Signature Page to the Joint Written Action of the Board of Directors
and the Sole Shareholder of Can 56, Inc.]*

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER OF
CAN 56, INC. WITH AND INTO D 56, INC.**

[SEE ATTACHED]

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
CAN 56, INC.
WITH AND INTO
D 56, INC.**

This Agreement and Plan of Merger (this "*Agreement*") is made and entered by and among D 56, Inc., a Minnesota corporation ("*D 56*") and Can 56, Inc. ("*Can 56*"), a Minnesota corporation, as of the 1st day of December 2006.

WHEREAS, the respective boards of directors and shareholders of D 56 and Can 56 have, by resolutions duly adopted, determined that a merger of Can 56 with and into D 56 (the "*Merger*") in accordance with the terms of this Agreement and the applicable provisions of the Minnesota Business Corporations Act is in the best interests of each such party and its respective shareholders; and

WHEREAS, the sole shareholder of D 56 and the sole shareholder of Can 56 have approved and adopted the terms of this Agreement and the Merger.

NOW, THEREFORE, the parties hereto agree as follows:

Merger. The Merger shall take effect in accordance with the plan of merger, attached hereto as Exhibit B (the "*Plan of Merger*"), and incorporated into this Agreement.

Governing Law. The internal law, and not the law of conflicts, of the State of Minnesota will govern all questions concerning the construction, validity, and interpretation of this Agreement and the performance of the obligations imposed by this Agreement.

Assignment. This Agreement and all of the provisions hereof will be binding upon and insure to the benefit of the parties hereto and their respective successors and permitted assigns, except that neither this Agreement nor any of the rights, interests, or obligations hereunder may be assigned by any party hereto without the prior written consent of the other parties hereto.

Amendment and Waiver. The parties may, by written agreement waive compliance or modify, amend, or supplement any of the covenants or agreements contained in this Agreement.

Notices. All notices, requests, demands, and other communications hereunder shall be in writing and shall be deemed to have been duly given if delivered by hand, or mailed by first class mail, return receipt requested, or when receipt is acknowledged by return telecopy if telecopied, to the address appearing on the corporate record of each of the parties hereto (or to such other address as a party may designate by notice to the others).

Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

D 56, INC.

By: 

Name: Louis A. Fantin

Title: Senior Vice President, General Counsel
& Secretary

CAN 56, INC.

By: 

Name: Louis A. Fantin

Title: Senior Vice President, General Counsel
& Secretary

EXHIBIT B

**PLAN OF MERGER
OF
CAN 56, INC.
WITH AND INTO
D 56, INC.**

A. D 56, Inc. ("*D 56*"), which is a business corporation of the State of Minnesota, hereby authorizes that Can 56, Inc. ("*Can 56*"), which is a business corporation of the State of Minnesota, be merged with and into D 56 pursuant to the provisions of Section 302A.621 of the Business Corporations Law of the State of Minnesota.

B. The jurisdiction of organization of D 56 is the State of Minnesota. The address of D 56 is D 56, Inc., 6436 City West Parkway, One Village Place, Eden Prairie, Minnesota 55344. The jurisdiction of organization of Can 56 is the State of Minnesota. The address of Can 56 is Can 56, Inc., 6436 City West Parkway, One Village Place, Eden Prairie, Minnesota 55344.

C. The separate existence of Can 56 shall cease upon the effective date of the merger pursuant to the provisions of the Minnesota Business Corporations Act; and D 56 shall continue its existence as the surviving corporation pursuant to the provisions of the said Business Corporations Act of the State of Minnesota.

D. The certificate of incorporation of the Parent shall be the certificate of incorporation of the surviving corporation.

E. Upon the effective date of the mergers, all outstanding shares of each class and series of stock of Can 56 shall be cancelled and no shares of D 56 shall be issued in lieu thereof.

F. The effective date of the merger herein provided for shall be 11:59 p.m. eastern standard time on December 30, 2006.

G. The Board of Directors and proper officers of D 56 and Can 56 are hereby 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 for.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 04 2006

Mary Hifney
Secretary of State 

**TRADEMARK
REEL: 003950 FRAME: 0457**

**JOINT WRITTEN ACTION
OF THE
BOARD OF DIRECTORS
AND THE
SOLE SHAREHOLDER
OF
D 56, INC.**

The undersigned, constituting all of the directors and the sole shareholder of D 56, Inc., a Minnesota corporation ("*D 56*"), in accordance with the authority contained in Section 302A.329 and Section 302A.441 of the Minnesota Business Corporations Act, in lieu of a meeting to consider the same, do hereby adopt and approve the following resolutions:

WHEREAS, all of the outstanding shares of D 56 are owned by FL 56 Inter., Corp., a Delaware corporation (the "*Sole Shareholder*"); and

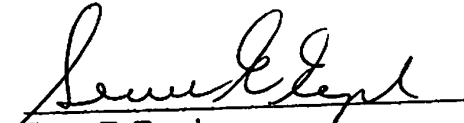
WHEREAS, D 56 desires to merge Can 56, Inc., a Minnesota corporation ("*Can 56*"), with and into itself, and the Sole Shareholder has adopted resolutions approving the same.

RESOLVED, that the directors of D 56 and the Sole Shareholder deem it is in the best interest of D 56 to merge Can 56 with and into itself effective as of 11:59 p.m. eastern standard time on December 30, 2006, with D 56 continuing as the surviving corporation, and do hereby ratify and approve the agreement and plan of merger of Can 56 with and into D 56, in the form attached hereto as Exhibit A.

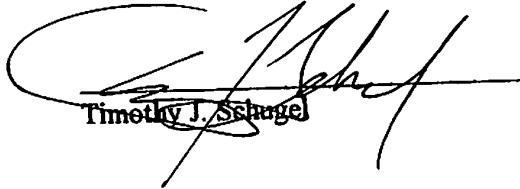
RESOLVED FURTHER, that the officers of D 56 are hereby authorized to take whatever action is necessary to accomplish such merger, and to do such other acts as they may deem necessary or advisable to carry out and effect the intended purposes of the foregoing resolution.

[Remainder of this page intentionally left blank]

DIRECTORS:

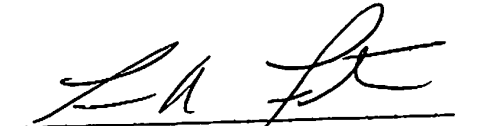

Susan E. Engel

DATED: November 30, 2006


Timothy J. Schugel

DATED: November 30, 2006

SHAREHOLDER:
FL 56 INTER., CORP.


Louis A. Fantin,
Senior Vice President, General Counsel
and Secretary

DATED: November 29, 2006

*[Signature Page to the Joint Written Action of the Board of Directors
and the Sole Shareholder of D 56, Inc.]*

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER OF
CAN 56, INC. WITH AND INTO D 56, INC.**

[SEE ATTACHED]