

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
Dal-Tile SSC East, Inc.		12/19/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78213780	KEYS
Serial Number:	74552246	KEYS GRANITE

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:	03/17/2009

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Total Attachments: 6

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger dated as of the 31st day of December, 2005, Keys Granite, Inc., a Florida corporation and a wholly-owned subsidiary of Dal-Tile SSC East, Inc., a Delaware corporation (the "Parent Corporation"), shall be merged with and into the Parent Corporation.

SECTION 1 DEFINITIONS

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

1.2 Surviving Corporation. "Surviving Corporation" shall refer to the Parent Corporation as the corporation surviving the Merger.

1.3 Subsidiary Corporation. "Subsidiary Corporation" shall refer to Keys Granite, Inc.

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

SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Agreement and Plan of Merger, at the Effective Time, the Subsidiary Corporation shall be merged with and into the Parent Corporation in accordance with applicable law. The Parent Corporation 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 under the corporate name "Dal-Tile SSC East, Inc." The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Directors of the Parent Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement and Plan of Merger shall be effective at 11:59 p.m. EST on December 31, 2005.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Parent Corporation as it exists at the Effective Time shall remain in full force and effect after the Effective Time.

2.4 Bylaws. The bylaws of the Parent 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.

2.5 Board of Directors. The Board of Directors of the Parent 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 qualify.

2.6 Officers. The officers of the Parent 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 appointed and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Subsidiary Corporation shall be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of the Parent Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

SECTION 4 MISCELLANEOUS

4.1 Further Assurances. Each party to this Agreement and Plan 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 and Plan 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 and Plan 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 and Plan of Merger hereby adopts such plan of reorganization.

[Signatures on following page]

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

MERGING CORPORATION:

KEYS GRANITE, INC.

By: Barbara M. Goetz
Name: Barbara M. Goetz
Title: V.P. & Assistant Secretary

SURVIVING CORPORATION:

DAL-FILE SSC EAST, INC.

By: [Signature]
Name: Michael Falkow
Title: Vice President

Delaware

PAGE 1

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 CERTIFICATE OF MERGER, WHICH MERGES:

"DAL-TILE SSC WEST, INC.", A DELAWARE CORPORATION,
WITH AND INTO "DAL-TILE SSC EAST, INC." UNDER THE NAME OF
"DAL-TILE DISTRIBUTION, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D.
2008, AT 9:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at: corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7044203

DATE: 12-23-08

TRADEMARK
REEL: 003953 FRAME: 0930

**CERTIFICATE OF MERGER
OF
DAL-TILE SSC WEST, INC.
(a Delaware corporation)
WITH AND INTO
DAL-TILE SSC EAST, INC.
(a Delaware corporation)**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, Dal-Tile SSC East, Inc. executes the following Certificate of Merger:

1. The name and state of incorporation of each of the constituent corporations which are to merge are:

<u>Name</u>	<u>Domicile</u>
Dal-Tile SSC West, Inc.	Delaware
Dal-Tile SSC East, Inc.	Delaware

2. The name of the surviving corporation is Dal-Tile SSC East, Inc., a Delaware corporation.
3. The Certificate of Incorporation of Dal-Tile SSC East, Inc. shall be amended in connection with the merger to change the name of the corporation to "Dal-Tile Distribution, Inc."
4. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Dal-Tile SSC West, Inc. and Dal-Tile SSC East, Inc.
5. The Agreement of Merger is on file at the principal place of business of Dal-Tile SSC East, Inc., which is located at 160 S. Industrial Blvd., Calhoun, Georgia 30701.
6. A copy of the Agreement of Merger will be furnished by Dal-Tile SSC East, Inc. on request, without cost, to any stockholder of Dal-Tile SSC West, Inc. or Dal-Tile SSC East, Inc.
7. The merger shall be effective at 11:59 a.m. EST on December 31, 2008.

[Signature on following page]

IN WITNESS WHEREOF, Dal-Tile SSC East, Inc. has caused this Certificate of Merger to be signed by a duly authorized officer this 19th day of December, 2008.

DAL-TILE SSC EAST, INC.

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

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- 2 -