

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/04/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Clayton-Marcus Company, Inc.		10/04/2007	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Clayton-Marcus Company, Inc.
Street Address:	1430 Spring Hill Road, Suite 575
City:	McLean
State/Country:	VIRGINIA
Postal Code:	22102
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1660847	BARCLAY
Registration Number:	1627170	CLAYTON MARCUS
Registration Number:	1150447	CLAYTON MARCUS AT HOME WITH AMERICA
Registration Number:	2973870	COLOR STUDIO

CORRESPONDENCE DATA

Fax Number: (312)862-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-862-6371
 Email: renee.prescan@kirkland.com
 Correspondent Name: Renee Prescan
 Address Line 1: 300 North LaSalle Street
 Address Line 2: Kirkland & Ellis LLP
 Address Line 4: Chicago, ILLINOIS 60654

CH \$115.00 1660847

ATTORNEY DOCKET NUMBER:	38233-237 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	01/08/2010
Total Attachments: 5 source=Clayton-Marcus Merger#page1.tif source=Clayton-Marcus Merger#page2.tif source=Clayton-Marcus Merger#page3.tif source=Clayton-Marcus Merger#page4.tif source=Clayton-Marcus Merger#page5.tif	

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:

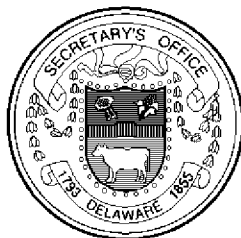
"CLAYTON-MARCUS COMPANY, INC.", A NORTH CAROLINA CORPORATION,

WITH AND INTO "CLAYTON-MARCUS MERGER SUB, INC." UNDER THE NAME OF "CLAYTON-MARCUS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 2007, AT 8:45 O'CLOCK A.M.

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

4431231 8100M

071082810



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6048578

DATE: 10-04-07

TRADEMARK
REEL: 004127 FRAME: 0832

**CERTIFICATE OF MERGER
OF
CLAYTON-MARCUS COMPANY, INC.,
a North Carolina corporation,
with and into
CLAYTON-MARCUS MERGER SUB, INC.,
a Delaware corporation**

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

Clayton-Marcus Merger Sub, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of each constituent corporation to this merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Clayton-Marcus Company, Inc.	North Carolina
Clayton-Marcus Merger Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of October 4, 2007, between Clayton-Marcus Company, Inc., a North Carolina corporation ("Clayton North Carolina") and Clayton-Marcus Merger Sub, Inc., a Delaware corporation ("Clayton Delaware"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations (i) in the case of Clayton Delaware, in accordance with Section 252 and Section 228 of the General Corporation Law of the State of Delaware, and (ii) in the case of Clayton North Carolina, in accordance with the North Carolina General Statutes of the State of North Carolina.

THIRD: The corporation surviving the merger is Clayton-Marcus Merger Sub, Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety by virtue of the merger as set forth on Exhibit A attached hereto.

FIFTH: The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the office of the Surviving Corporation at 166 Teague Town Road, Hickory, NC 28601. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: The authorized shares and the par value of each share of stock of Clayton North Carolina prior to the merger is 6,000,000 shares of Class A Common Stock, \$1.00 par value per share. Each issued share of stock of Clayton North Carolina shall, by virtue of the merger and without any action on the part of the Clayton North Carolina or the directors and officers of Clayton North Carolina, be canceled and retired and no payment shall be made with respect thereto.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name this October 4, 2007.

CLAYTON-MARCUS MERGER SUB,
INC., a Delaware corporation


By: 
Name: Mark L. Freitas
Its: Chief Financial Officer, Treasurer
and Secretary

EXHIBIT A

**CERTIFICATE OF INCORPORATION
OF
CLAYTON-MARCUS COMPANY, INC.**

ARTICLE ONE

The name of the Corporation is Clayton-Marcus Company, Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of capital stock that the Corporation has authority to issue is 1,000 shares of Common Stock, par value \$0.001 per share.

ARTICLE FIVE

The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Vallerie E. McDaniel	c/o Kirkland & Ellis LLP 777 South Figueroa Street Los Angeles, California 90017

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or outside of the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TWELVE

To the maximum extent permitted from time to time under the law of the State of Delaware, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation. No amendment or repeal of this ARTICLE TWELVE shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director, or stockholder becomes aware prior to such amendment or repeal.

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