

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Kitchen Collection, Inc.		12/31/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Kitchen Collection, LLC
Street Address:	71 East Water Street
City:	Chillicothe
State/Country:	OHIO
Postal Code:	45601
Entity Type:	LIMITED LIABILITY COMPANY: OHIO

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3712496	LE GOURMET CHEF
Registration Number:	3712497	LE GOURMET CHEF
Registration Number:	3559674	LE GOURMET CHEF
Registration Number:	2594429	KITCHEN COLLECTION
Registration Number:	2721409	KITCHEN COLLECTION
Registration Number:	1854939	KITCHEN COLLECTION
Registration Number:	1599002	KITCHEN COLLECTION FACTORY OUTLET STORE
Serial Number:	77799361	KERRY & LONI'S
Registration Number:	2471439	GADGETS & MORE BY KITCHEN COLLECTION
Registration Number:	3185780	ASIAN FORTUNE

CORRESPONDENCE DATA

Fax Number: (216)579-0212

900181772

**TRADEMARK
 REEL: 004456 FRAME: 0779**

CH \$265.00 3712496

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 216-586-1133
Email: kmsamuels@jonesday.com, pcyngier@jonesday.com
Correspondent Name: Kevin M. Samuels
Address Line 1: 901 Lakeside Avenue
Address Line 2: JONES DAY
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	504810-136011- KITCHEN
NAME OF SUBMITTER:	Kevin M. Samuels
Signature:	/Kevin M. Samuels/
Date:	01/20/2011

Total Attachments: 12
source=Kitchen#page1.tif
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source=Kitchen#page8.tif
source=Kitchen#page9.tif
source=Kitchen#page10.tif
source=Kitchen#page11.tif
source=Kitchen#page12.tif



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/28/2010	201036200066	MERGER/DOMESTIC (MER)	125.00	100.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

DIAMOND ACCESS
 ATTN: LISA VAIDO
 887 SOUTH HIGH STREET
 COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1901576

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE KITCHEN COLLECTION, LLC

and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
201036200066



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 31st day of December,
 A.D. 2010.

Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/28/2010	201036200066	MERGED OUT OF EXISTENCE (MEX)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

DIAMOND ACCESS
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

**STATE OF OHIO
CERTIFICATE**
Ohio Secretary of State, Jennifer Brunner

608717

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
THE KITCHEN COLLECTION, INC.
and, that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
201036200066



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 31st day of December,
A.D. 2010.

Ohio Secretary of State



Form 551 Presented by the: Ohio Secretary of State
General Ofc: (614) 465-3810
Tel Fax: (677) 506-FILE (767-5453)
www.sos.state.oh.us
BUS2SVR@sos.state.oh.us

Specify this form: (select one)
Mail form to one of the following:
 Domestic: PO Box 1980
Columbus, OH 43278
 Non Domestic: PO Box 1929
Columbus, OH 43218

CERTIFICATE OF MERGER
Filing Fee \$135
(164-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. Name of the entity surviving the merger The Kitchen Collection, LLC

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) For-Profit Corporation, charter number _____

Domestic (Ohio) Nonprofit Corporation, charter number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

Domestic (Ohio) For-Profit Limited Liability Company, with registration number 1901576

Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ registered to do business in the state of Ohio under registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

RECEIVED STATE SECRETARY OF STATE
2010 DEC 27 PM 4:36
CLIENT SERVICE OFFICE

- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the State of Ohio
- Partnership, registration number, if any, _____
- Partnership NOT registered with the state of Ohio _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Limited Liability Partnership, with the registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

II. CONSTITUENT ENTITY

Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

Name	Charter, License, Registration, or Registration Number	Jurisdiction of Formation	Type of Entity
The Kitchen	608717	DE	Corporation
Collection, Inc.			

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Karen Cavender	71 East Water Street		
Name	Mailing Address		
Chillicothe	OH	45601	
City	State	Zip Code	

IV. **EFFECTIVE DATE OF MERGER** 12/31/2010
 This merger is to be effective on _____ (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. **MERGER AUTHORIZED**
 Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

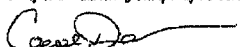
VI. **STATEMENT OF MERGER**
 Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. **STATUTORY AGENT**
 If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, OR if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

CSC-Lawyers Incorporating Service		50 West Broad Street
Name		Mailing Address
Columbus	Ohio	43215
City	State	Zip Code

VIII. **ACCEPTANCE OF AGENT**
 If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

 Carol Dolor, Assistant VP
 Signature of Agent Date 12-31-10

If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident.

IX. **AMENDMENTS**
 In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached No Amendments

X. **REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**
 If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

XI QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

Name _____		Mailing Address _____	
City _____	Ohio _____ State _____	Zip Code _____	

If the agent is an individual using a P.O. Box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above as long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Qualifying Corporation (Section 1703.04)
(If the qualifying entity is a foreign corporation, the following information must be completed.)

- (a) Name of the corporation in its jurisdiction of formation

- (b) If the corporate name is not available, the trade name under which it will do business in Ohio

- (c) Location and complete address of its principal office
Mailing Address _____
City _____ State _____ Zip Code _____
- (d) Name of the county in which its principal office in Ohio, if any, is to be located

- (e) A brief summary of the corporate purpose to be exercised within Ohio

- (f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

2 Foreign Notice (Section 1705.031)

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

(a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

(b) Any trade name(s) under which the corporation will conduct business in Ohio

(c) Location of the corporation's main office (Non-Ohio)

Mailing Address

City

State

Zip Code

(d) Principal office location in Ohio

Mailing Address

City

Ohio

State

Zip Code

(If there will not be an office in Ohio, please state "None" on the form)

(e) The corporation will exercise the following purpose(s) in Ohio

3. Foreign Qualifying Limited Liability Company (Section 1705.54)

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

(b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

(c) The limited liability company was formed on

_____ Date

under the laws of the jurisdiction of

_____ Jurisdiction

(d) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

Mailing Address _____
City _____ State _____ Zip Code _____

4. Foreign Qualifying Limited Partnership under section 1782.48
(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) Name of the limited partnership _____

(b) The limited partnership was formed on _____
Date

Under the laws of the jurisdiction of _____
Jurisdiction

(c) Address of the office of the limited partnership in its jurisdiction of formation

Mailing Address _____
City _____ State _____ Zip Code _____

(d) Address of the limited partnership's principal office

Mailing Address _____
City _____ State _____ Zip Code _____

(e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name _____	Mailing Address _____
Name _____	Mailing Address _____
Name _____	Mailing Address _____
Name _____	Mailing Address _____

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)

- (f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

Mailing Address

City

State

Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership (Section 1776.86) (If the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

- (a) Name of the partnership

Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

- (b) The partnership was formed under the laws of the jurisdiction of

- (c) Address of the partnership's chief executive office

Mailing Address

City

State

Zip Code

- (d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

Mailing Address

City

Ohio
State

Zip Code

- (e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

The Kitchen Collection, Inc.
 Exact name of entity
 By: Christl B. Henderson
 Signature
 Its: Assistant Secretary
 Title
 Date: 12-21-10

The Kitchen Collection, LLC
 Exact name of entity
 By: Vivienne Schulte Beggs
 Signature
 Its: Director
 Title
 Date: 12-21-10

Exact name of entity
 By: _____
 Signature
 Its: _____
 Title
 Date: _____

Exact name of entity
 By: _____
 Signature
 Its: _____
 Title
 Date: _____

Exact name of entity
 By: _____
 Signature
 Its: _____
 Title
 Date: _____

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1706.38(A), 1776.70(A), 1782.43(A)).

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES

The Kitchen Collection, Inc.

Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is a constituent entity, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence as required by Ohio law.

AGENCY Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	DATE NOTIFIED <u>12/21/2010</u>	AGENCY Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: 4020 East 5th Avenue Columbus, OH 43219-1811	DATE NOTIFIED <u>12/21/2010</u> Regular: P.O. Box 182413 Columbus, OH 43218
AGENCY Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	DATE NOTIFIED <u>12/21/2010</u>	TREASURER The treasurer of any county in which the corporation has personal property: <u>NONE</u>	DATE NOTIFIED <u>N/A</u>

Note: This affidavit must be signed by one or more persons executing the certificate of merger or by an office of the corporation.

Signature Charles Bittenbender Assistant Secretary

Charles Bittenbender

Name

71 East Water Street

Mailing Address

Chillicothe

OH

45601

City

State

Zip Code

Acknowledged before me and subscribed in my p Date 12-27-10

Seal

Amy M Camarda
Notary Public

Commission Expires

Date



AMY M. CAMARDA
NOTARY PUBLIC
FOR THE
STATE OF OHIO
My Comm. Exp. 6/4/11

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF Ohio
County Ross SS.

Charles Bittenbender being first duly sworn, deposes and says that he/she is
Name of Officer
Assistant Secretary of The Kitchen Collection, Inc.
Title of Officer Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(B)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property only in the following county (ies)

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Charles A. Bittenbender
Signature: Title: Assistant Secretary

Acknowledged before me and subscribed in my p Date 12-27-10

Seal Suzanne Schulze Taylor
Notary Public

Expiration date of Notary Public's Commission
SUZANNE SCHULZE TAYLOR Attorney
NOTARY PUBLIC - STATE OF OHIO
Date My Commission Has No Expiration Date
Section 147.03 O.R.C.

