

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Whitestone Acquisition Corp.		11/22/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Hartmann USA, Inc.
Street Address:	481 Lakeshore Parkway
City:	Rock Hill
State/Country:	SOUTH CAROLINA
Postal Code:	29730
Entity Type:	CORPORATION: SOUTH CAROLINA

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	1445923	BRIEF-MATES
Registration Number:	2485601	DERMATEAM
Registration Number:	1853449	
Registration Number:	1710876	
Registration Number:	2912466	DIGNITY
Registration Number:	2140842	DIGNITY
Registration Number:	3471625	DIGNITY STACKABLES
Registration Number:	1428088	FREE & ACTIVE
Registration Number:	2456212	JUST FOR YOU
Registration Number:	2997400	SPARTAN
Registration Number:	2104313	THINSERTS
Registration Number:	3195590	COMPLETE
Registration Number:	2146672	COMPOSE

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Registration Number:	2260326	COMPOSE
Registration Number:	3108544	COMPOSE
Registration Number:	3247991	COMPOSE
Registration Number:	0787586	DISPOSEZE
Registration Number:	2763843	EXCELSORB
Registration Number:	1344153	MAXISHIELD
Registration Number:	1123316	SORBEZE
Registration Number:	2947266	ULTRA SURE
Registration Number:	3337916	ULTRASHIELD

CORRESPONDENCE DATA

Fax Number: (704)353-3698
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 704 331 5792
Email: donna.millard@klgates.com
Correspondent Name: Karl S. Sawyer, Jr.
Address Line 1: P.O. Box 33144
Address Line 2: K & L Gates LLP
Address Line 4: Charlotte, NORTH CAROLINA 28233

ATTORNEY DOCKET NUMBER:	2810002.00500HARTMANN USA
NAME OF SUBMITTER:	Karl S. Sawyer, Jr.
Signature:	/ Karl S. Sawyer, Jr./
Date:	03/22/2011

Total Attachments: 7
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AGREEMENT AND PLAN OF MERGER

This is an **AGREEMENT AND PLAN OF MERGER**, dated as of November 22, 2010 (this "Plan of Merger"), adopted and entered into by and between the following entities:

Hartmann USA, Inc., a corporation organized under the laws of the State of South Carolina ("HUSA" or a "Constituent Corporation" or the "Surviving Corporation"); and

Whitestone Acquisition Corp., a corporation organized under the laws of the State of Delaware ("Whitestone" or a "Constituent Corporation" or the "Non-Surviving Corporation"); and

pursuant to resolutions of their respective boards of directors and shareholders. HUSA and Whitestone are sometimes hereinafter collectively referred to as the "Constituent Corporations."

RECITALS

A. Each of the Delaware General Corporation Law and the South Carolina Business Corporation Law permits the merger of Whitestone with and into HUSA (the "DE-SC Merger").

B. Paul Hartmann Corp., a Delaware corporation (the "Parent"), owns all the issued and outstanding shares of stock of HUSA and all the issued and outstanding shares of stock of Whitestone.

C. The boards of directors of HUSA and Whitestone have each deemed it to be in the best interests of the respective Constituent Corporation to effect the DE-SC Merger, the DE-SC Merger to qualify as a tax-free reorganization under Section 368(a)(1)(A) and (D) of the Internal Revenue Code of 1986, as amended.

D. The Constituent Corporations have authorized and approved the DE-SC Merger, and each of them has authorized, approved and adopted this Plan of Merger by resolutions of the boards of directors and of the holders of each class and series of the capital stock of the Constituent Corporations entitled to vote thereon.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows.

1. Names of Constituent Corporations; Name of Surviving Corporation.

The names of the Constituent Corporations to the DE-SC Merger are as follows:

(i) Whitestone Acquisition Corp., a corporation organized under the laws of the state of Delaware; and

(iii) Hartmann USA, Inc., a corporation organized under the laws of the state of South Carolina.

The name of the Surviving Corporation into which the Non-Surviving Corporation shall merge is as follows:

Hartmann USA, Inc.

2. Merger.

The Constituent Corporations shall, pursuant to the provisions of the Delaware General Corporation Law and the South Carolina Business Corporation Act, be merged as of the DE-SC Merger Effective Time provided for in Section 9 herein. The Surviving Corporation shall continue to exist as the Surviving Corporation pursuant to the provisions of the South Carolina Business Corporation Act. The separate existence of the Non-Surviving Corporation shall cease as of the DE-SC Merger Effective Time in accordance with the laws of the state of Delaware, the jurisdiction of its organization.

3. Articles of Incorporation and Bylaws of Surviving Corporation.

The certificate of incorporation of HUSA in effect as of the DE-SC Merger Effective Time shall be the certificate of incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the South Carolina Business Corporation Act. The bylaws of HUSA in effect as of the DE-SC Merger Effective Time shall be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the South Carolina Business Corporation Act.

4. Management of Surviving Corporation. The directors of HUSA in office as of the DE-SC Merger Effective Time shall be the members of the board of directors of the Surviving Corporation, all of whom shall hold their directorships until the next annual meeting of shareholders of the Surviving Corporation, and until their respective successors are elected and qualified, or until their earlier resignation or removal in accordance with the by-laws of the Surviving Corporation. The following named persons are hereby appointed, effective as of the DE-SC Merger Effective Time, to the offices of the Surviving Corporation set forth opposite their respective names, to serve as such officers until the next annual meeting of the Board of Directors and until their respective successors are elected and qualified or until their earlier removal or resignation in accordance with the Bylaws of the Surviving Corporation:

President:

John D. Gilbert

CFO and Vice President

Finance:	Bryan Sherrel
Vice President Operations:	Steve Gusse
Secretary:	Bryan Sherrel

5. Authorized Capital. The authorized capital stock of HUSA in effect as of the DE-SC Merger Effective Time shall be the authorized capital stock of the Surviving Corporation, unless and until it shall be changed in the manner prescribed by the provisions of the South Carolina Business Corporation Act.

6. Conversion of Stock. The manner and basis of converting the shares or other equity interests of each Constituent Corporation into shares, obligations or other securities of the Surviving Corporation, and the manner and basis of converting rights to acquire shares of each Constituent Corporation into rights to acquire shares, obligations and other securities of the Surviving Corporation shall be as follows:

(a) Shares of Whitestone. (i) At the DE-SC Merger Effective Time, each issued and outstanding share of common stock, par value \$0.01 per share, of Whitestone and all rights in respect thereof, all of which are held directly by the Parent, shall be canceled and be deemed null and void, and the certificates, if any, representing such shares shall be canceled; it is noted for the avoidance of doubt that there are no issued and outstanding shares of preferred stock, par value \$0.01 per share, of Whitestone. (ii) At the DE-SC Merger Effective Time, each share of common stock, par value \$0.01 per share, and each share of preferred stock, par value \$0.01 per share, of Whitestone which is held in the treasury of Whitestone, if any, shall be canceled and be deemed null and void, and the certificates representing such treasury shares shall be canceled.

(b) Shares of HUSA (i) At the DE-SC Merger Effective time, each issued and outstanding share of common stock, NO par value, of HUSA, and all rights in respect thereof, all of which are held directly by the Parent shall continue to constitute and thus become one issued and outstanding common share, no par value, of the Surviving Corporation. (ii) At the DE-SC Merger Effective Time, each share of common stock, no par value, of HUSA which is held in the treasury of HUSA, if any, shall be canceled and be deemed null and void, and the certificates representing such treasury shares shall be canceled.

*9,150 shares
ISSUED AND
OUTSTANDING*

(c) Giving effect to the provisions of Section 6(a) and (b) results in the Parent, the direct holder of all of the capital stock or other equity interests of each Constituent Corporation prior to the DE-SC Merger, holding all of the capital stock of the Surviving Corporation from and after the DE-SC Merger Effective Time.

7. Effect of Merger. Without limiting the effect of the DE-SC Merger as provided by the laws of the states of Delaware, the jurisdiction of incorporation of Whitestone, and South Carolina, the jurisdiction of incorporation of HUSA, as of the DE-SC Merger Effective Time, all the rights, privileges, immunities, powers, purposes and franchises of each of such Constituent Corporations, whether of a public or a private nature, and all property, real, personal and mixed and all debts due to each of said

Constituent Corporations, on whatever account, as well for stock subscriptions, causes of action or other rights and any other assets of any kind or description belonging to either of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and shall be thereafter the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in each of the Constituent Corporations, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired with respect to the property affected by such liens immediately prior to the DE-SC Merger Effective Time, and all debts, liabilities, obligations, duties, terms, conditions, restrictions, or disabilities of each Constituent Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignments or other actions are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Non-Surviving Corporation, with respect to the DE-SC Merger, according to the terms hereof, the proper officers and directors of the Non-Surviving Corporation shall execute and make all such proper assignments and take such other action necessary or proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger.

8. Effectuation of Merger. Pursuant to resolutions of the sole shareholder and board of directors of each of the Non-Surviving Corporation and the Surviving Corporation duly authorizing the DE-SC Merger in the manner prescribed by the provisions of the Delaware General Corporation Law and the South Carolina Business Corporation Act, respectively, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the states of Delaware and South Carolina, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the DE-SC Merger. The officers of the Non-Surviving Corporation and the Surviving Corporation, respectively, acting alone or together, are hereby each authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or cause to be recorded any and all instruments, papers, and documents which any of them shall deem to be or become necessary, proper, or convenient to carry out or put into effect the provisions of this Plan of Merger and the DE-SC Merger provided for herein.

9. Effective Time of Merger. The DE-SC Merger provided for herein shall be effective at 12:03 a.m. on January 1, 2011 (the "DE-SC Merger Effective Time"). To the extent permitted by law or custom, the certificates of merger filed with the Delaware and South Carolina Secretaries of State shall provide that the DE-SC Merger and such certificate of merger shall become effective as of the DE-SC Merger Effective Time.

10. Amendment. This Plan of Merger may be amended by the board of directors of the Constituent Corporations prior to the effective date of a certificate of merger filed with the Delaware and South Carolina Secretaries of State; provided,

however, that an amendment made subsequent to the adoption of this Plan of Merger by the shareholders of any of the Constituent Corporations shall not effect any changes that are set forth in Section 251(d) of the Delaware General Corporation Law or that would otherwise require shareholder approval pursuant to Section 33-11-103(h) of the South Carolina Business Corporation Act, without further approval by such shareholders.

11. Abandonment of Merger. The Constituent Corporations may abandon the DE-SC Merger and terminate this Plan of Merger, notwithstanding the authorization of the DE-SC Merger by the boards of directors and shareholders of the Constituent Corporations, subject to any contractual rights, at any time prior to the effective date of a Certificate of Merger filed with the Delaware and South Carolina Secretaries of State, by action of the board of directors of each of the Constituent Corporations, as evidenced by appropriate resolutions, and without action by the shareholders of the Constituent Corporations.

12. Withdrawal of the Non-Surviving Corporation from Indiana and New Jersey; Qualification of the Surviving Corporation in Indiana and California. The Non-Surviving Corporation is qualified to transact business in the states of Indiana and New Jersey as a foreign corporation. In addition to those jurisdictions in which it is already qualified to do business as a foreign corporation (which shall remain unaffected by the DE-SC Merger), the Surviving Corporation shall, if any of its officers in his sole discretion deems it necessary or advisable, be qualified to transact business in the states of California and Indiana as a foreign corporation either before or after the DE-SC Merger shall have been effected (as any of the officers of the Surviving Corporation may, in his sole discretion, deem appropriate or advisable); and the Non-Surviving Corporation shall withdraw as a foreign qualified corporation from the states of Indiana and New Jersey after the DE-SC Merger shall have been effected or give notice to such jurisdictions of the DE-SC Merger, in which latter event the Surviving Corporation may, if any of its officers in his sole discretion deems it advisable or necessary, withdraw from or qualify in any such jurisdictions.

13. Location of Principal Office. The location of the principal office of the Surviving Corporation is as follows:

481 Lakeshore Parkway
Rock Hill, SC 29730

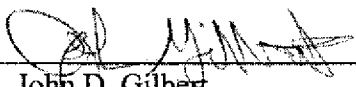
14. Change of Registered Agent. Either in the Articles of Merger filed with the Secretary of State of South Carolina in regard to the DE-SC Merger or by the filing of a separate document with that office, the Surviving Corporation shall change its registered agent in South Carolina to be the CFO and Vice President Finance hereinabove appointed, as of the DE-SC Merger Effective Time.

15. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute but one and the same Plan of Merger.


[Signatures appear on the following page.]

IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be adopted, approved, executed, certified, as of the day and year first above written, to be effective as of the DE-SC Merger Effective Time, as provided in Section 9 hereof.

Whitestone Acquisition Corp., a Delaware corporation

By 
John D. Gilbert
Its President

Hartmann USA, Inc., a South Carolina corporation

By 
John D. Gilbert
Its President