

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/25/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Williams-Sonoma, Inc.		05/25/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Williams-Sonoma, Inc.
Street Address:	3250 Van Ness Avenue
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94109
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	655819	THE POTTERY BARN
Registration Number:	959383	THE POTTERY BARN
Registration Number:	976194	THE POTTERY BARN
Registration Number:	976344	THE POTTERY BARN
Registration Number:	1010337	WILLIAMS SONOMA GRANDE CUISINE
Registration Number:	1448980	HOLD EVERYTHING
Registration Number:	1660931	CHAMBERS
Registration Number:	1661260	CHAMBERS
Registration Number:	1663476	CHAMBERS
Registration Number:	1777864	WILLIAMS-SONOMA
Registration Number:	1899310	THE CATALOG FOR COOKS
Registration Number:	1918005	BRASSERIE
Registration Number:	1937186	NAPOLEON

OP \$2215.00 655819

Registration Number:	2021077	POTTERY BARN
Registration Number:	2041805	DESIGN STUDIO
Registration Number:	2292343	WILLIAMS-SONOMA
Registration Number:	2353758	WILLIAMS-SONOMA
Registration Number:	2375190	WILLIAMS-SONOMA
Registration Number:	2383426	WILLIAMS-SONOMA
Registration Number:	2383910	POTTERY BARN KIDS
Registration Number:	2410528	WILLIAMS-SONOMA
Registration Number:	2420980	WILLIAMS-SONOMA
Registration Number:	2442099	WILLIAMS-SONOMA
Registration Number:	2442100	WILLIAMS-SONOMA
Registration Number:	2505820	DURACLEAR
Registration Number:	2532102	
Registration Number:	2532171	OUR BARK IS BETTER WITH EACH BITE
Registration Number:	2680751	MIX & MATCH
Registration Number:	2694064	AMERICA'S HOME FOR STYLE
Registration Number:	2709241	POTTERY BARN BABY
Registration Number:	2715928	PBK
Registration Number:	2716377	
Registration Number:	2725772	WEST ELM
Registration Number:	2732959	
Registration Number:	2738123	WEST ELM
Registration Number:	2743752	PEPPERMINT SNAPS
Registration Number:	2744179	EVERYTHING YOU NEED FOR EVERY ROOM IN YOUR HOME
Registration Number:	2752551	GET THE CARD
Registration Number:	2756949	
Registration Number:	2758725	PEPPERMINT BARK
Registration Number:	2785972	PEPPERMINT BARK
Registration Number:	2786041	WILLIAMS-SONOMA
Registration Number:	2800849	
Registration Number:	2837950	WILLIAMS-SONOMA
Registration Number:	2845444	WEST ELM
Registration Number:	2854307	WEST ELM
Registration Number:	2860667	WEST ELM

Registration Number:	2909564	WILLIAMS-SONOMA
Registration Number:	2927397	
Registration Number:	2927629	
Registration Number:	2927630	
Registration Number:	2927631	
Registration Number:	2927632	
Registration Number:	2927633	
Registration Number:	2945581	PEPPERMINT CREMES
Registration Number:	2972766	PB TEEN
Registration Number:	3016605	PURE AND SIMPLE
Registration Number:	3016827	
Registration Number:	3029711	PB TEEN
Registration Number:	3055841	POTTERY BARN BABY
Registration Number:	3076971	PB KIDS
Registration Number:	3158561	MASTERING
Registration Number:	3205531	
Registration Number:	3212782	WILLIAMS-SONOMA HOME
Registration Number:	3212783	WILLIAMS SONOMA HOME
Registration Number:	3233782	PURE AND SIMPLE
Registration Number:	3334439	ROCK YOUR ROOM
Registration Number:	3397441	POTTERY BARN KIDS
Registration Number:	3404290	WSKIDS
Registration Number:	3404291	WSKIDS WILLIAMS-SONOMA
Registration Number:	3508561	DESIGN WITH STYLE WEST ELM
Registration Number:	3508585	WILLIAMS-SONOMA GREEN
Registration Number:	3514451	5 MINUTE COOKING SCHOOL
Registration Number:	3526935	DESIGN, DECOR & MORE
Registration Number:	3539865	WEST ELM
Registration Number:	3890180	GOLDTOUCH
Registration Number:	3890317	PB DORM
Registration Number:	3890321	GIVE THE WAY YOU LIVE
Registration Number:	3924261	WE MAKE IT SIMPLE
Registration Number:	3970627	COLLECT & GATHER
Serial Number:	85136969	WILLIAMS-SONOMA RESERVE
Serial Number:	85139292	WE-COOK

	85153564	WE LOVE
Serial Number:	85203835	JAM-IT
Serial Number:	85215395	JAM IT
Serial Number:	85228240	CULTIVATE
Serial Number:	85275742	SNACK + STUDY
Serial Number:	77266468	THREADS BABY CLOTHING & GIFTS BY POTTERY BARN KIDS

CORRESPONDENCE DATA

Fax Number: (415)576-0300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (415) 576-0200
Email: amalutta@kilpatricktownsend.com
Correspondent Name: Anthony J. Malutta
Address Line 1: Kilpatrick Townsend & Stockton LLP
Address Line 2: Two Embarcadero Center, 8th Floor
Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	89637-809100
NAME OF SUBMITTER:	Anthony J. Malutta
Signature:	/Anthony J. Malutta/
Date:	07/12/2011

Total Attachments: 7
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:


"WILLIAMS-SONOMA, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "WILLIAMS-SONOMA, INC." UNDER THE NAME OF
"WILLIAMS-SONOMA, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIFTH DAY OF MAY, A.D. 2011, AT 11:28
O'CLOCK A.M.

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

4903496 8100M

110617897




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8787255

DATE: 05-25-11

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

TRADEMARK
REEL: 004580 FRAME: 0211

**AGREEMENT AND PLAN OF MERGER OF
WILLIAMS-SONOMA, INC.,
A DELAWARE CORPORATION,
AND
WILLIAMS-SONOMA, INC.,
A CALIFORNIA CORPORATION**

This AGREEMENT AND PLAN OF MERGER, dated as of May 25, 2011 (the "**Merger Agreement**"), is made by and between Williams-Sonoma, Inc., a Delaware corporation ("**W-S Delaware**"), and Williams-Sonoma, Inc., a California corporation ("**W-S California**"). W-S Delaware and W-S California are sometimes referred to herein as the "**Constituent Corporations.**" W-S Delaware is a wholly-owned subsidiary of W-S California.

RECITALS

A. W-S Delaware is a corporation duly incorporated and existing under the laws of the State of Delaware and has a total authorized capital stock of 260,625,000 shares, of which 253,125,000 are designated common stock, par value \$0.01 per share (the "**W-S Delaware Common Stock**"), and 7,500,000 are designated Preferred Stock, par value \$0.01 per share (the "**W-S Delaware Preferred Stock**"). The W-S Delaware Preferred Stock is undesignated as to series, rights, preferences, privileges or restrictions. As of the date hereof, and before giving effect to the transactions contemplated hereby, 1,000 shares of W-S Delaware Common Stock are issued and outstanding, all of which are held by W-S California, and no shares of W-S Delaware Preferred Stock are issued and outstanding.

B. W-S California is a corporation duly incorporated and existing under the laws of the State of California and has a total authorized capital stock of 260,625,000 shares, of which 253,125,000 are designated common stock, par value \$0.01 per share (the "**W-S California Common Stock**"), and 7,500,000 are designated Preferred Stock, par value \$0.01 per share (the "**W-S California Preferred Stock**"). The W-S California Preferred Stock is undesignated as to series, rights, preferences, privileges or restrictions.

C. The Board of Directors of W-S California has determined that, for the purpose of effecting the reincorporation of W-S California in the State of Delaware, it is advisable and in the best interests of W-S California and its shareholders that W-S California merge with and into W-S Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of the Constituent Corporations, the shareholders of W-S California and the stockholder of W-S Delaware have approved this Merger Agreement and have directed that this Merger Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, W-S Delaware and W-S California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. MERGER

1.1 Merger. In accordance with the provisions of this Merger Agreement, the General Corporation Law of the State of Delaware (the "DGCL") and the California Corporations Code, W-S California shall be merged with and into W-S Delaware (the "**Merger**"), the separate existence of W-S California shall cease and W-S Delaware shall be, and is herein sometimes referred to as, the "**Surviving Corporation,**" and the name of the Surviving Corporation shall be Williams-Sonoma, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective in accordance with Section 1108 of the California Corporations Code and Section 252 of the DGCL. The date and time when the Merger shall become effective, as aforesaid, is herein called the "**Effective Date.**"

1.3 Effect of the Merger. Upon the Effective Date, the separate existence of W-S California shall cease, and W-S Delaware, as the Surviving Corporation, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) be subject to all actions previously taken by its and W-S California's Boards of Directors, (iii) succeed, without other transfer, to all of the assets, rights, powers and property of W-S California in the manner as more fully set forth in Section 259 of the DGCL, (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date, and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of W-S California in the same manner as if W-S Delaware had itself incurred them, all as more fully provided under the applicable provisions of the DGCL and the California Corporations Code.

2. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of W-S Delaware as in effect immediately prior to the Effective Date (the "**Certificate of Incorporation**") shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Amended and Restated Bylaws of W-S Delaware as in effect immediately prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of W-S California immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

3. MANNER OF CONVERSION OF STOCK

3.1 W-S California Common Stock. Upon the Effective Date, each share of W-S California Common Stock issued and outstanding immediately prior thereto shall, by virtue of the

Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of W-S Delaware Common Stock.

3.2 W-S Delaware Common Stock. Upon the Effective Date, each share of W-S Delaware Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by W-S Delaware, or the holder of such shares or any other person, be cancelled and returned to the status of authorized and unissued shares of W-S Delaware Common Stock, without any consideration being delivered in respect thereof.

3.3 Exchange of Certificates. After the Effective Date, each holder of an outstanding certificate representing shares of W-S California Common Stock may, at such shareholder's option, surrender the same for cancellation to an exchange agent designated by the Surviving Corporation (the "**Exchange Agent**"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of W-S Delaware Common Stock into which the shares formerly representing by the surrendered certificate were converted as herein provided. Until so surrendered, each certificate representing shares of W-S California Common Stock outstanding immediately prior to the Effective Date shall be deemed for all purposes, from and after the Effective Date, to represent the number of shares of W-S Delaware Common Stock into which such shares of W-S California Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of W-S Delaware Common Stock represented by such certificate as provided above.

Each certificate representing shares of W-S Delaware Common Stock so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificate of W-S California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

3.4 W-S California Equity Incentive Plans

(a) Upon the Effective Date, the Surviving Corporation shall assume and continue any and all stock option, stock incentive, employee benefit and other equity-based award plans heretofore adopted by W-S California (collectively, the "**Plans**"). Each outstanding and unexercised option, warrant or right to purchase or receive, or security convertible into, W-S California Common Stock shall become an option, warrant or right to purchase or receive, or security convertible into, W-S Delaware Common Stock on the basis of one (1) share of W-S Delaware Common Stock for each share of W-S California Common Stock issuable pursuant to any such option, warrant or right to purchase or receive, or convertible security, on the same terms and conditions and at an exercise price per share equal to the exercise price per share applicable to any such option, warrant or right to purchase or receive, or security convertible into, W-S California

Common Stock at the Effective Date. No other changes in the terms and conditions of such options will occur.

(b) A number of shares of W-S Delaware Common Stock shall be reserved for issuance under the Plans equal to the number of shares of W-S California Common Stock so reserved immediately prior to the Effective Date.

4. CONDITIONS

4.1 Conditions to W-S California's Obligations. The obligations of W-S California under this Merger Agreement shall be conditioned upon the occurrence of the following events:

(a) The principal terms of this Merger Agreement shall have been duly approved by the shareholders of W-S California;

(b) Any consents, approvals or authorizations that W-S California deems necessary or appropriate to be obtained in connection with the consummation of the Merger shall have been obtained, including, but not limited to, approvals with respect to federal and state securities laws; and

(c) The W-S Delaware Common Stock to be issued and reserved for issuance in connection with the Merger shall have been approved for listing by the New York Stock Exchange.

5. GENERAL

5.1 Covenants of W-S Delaware. W-S Delaware covenants and agrees that it will, on or before the Effective Date:

(a) Qualify to do business as a foreign corporation in the State of California and, in connection therewith, appoint an agent for service of process as required under the provisions of Section 2105 of the California Corporations Code;

(b) File this Merger Agreement with the Secretary of State of the State of California; and

(c) Take such other actions as may be required by the California Corporations Code.

5.2 Further Assurances. From time to time, as and when required by W-S Delaware or by its successors or assigns, there shall be executed and delivered on behalf of W-S California such deeds and other instruments, and there shall be taken or caused to be taken by W-S Delaware and W-S California such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by W-S Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of W-S California and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of W-S Delaware are fully authorized in the name and on behalf of W-S California or

otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either or both of the Constituent Corporations, notwithstanding the approval of this Merger Agreement by the shareholders of W-S California or by the sole stockholder of W-S Delaware, or by both. In the event of the termination of this Merger Agreement, this Merger Agreement shall become void and of no effect and there shall be no obligations on either Constituent Corporation or their respective Board of Directors, shareholders or stockholders with respect thereto.

5.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Merger Agreement at any time prior to the filing of this Merger Agreement with the Secretaries of State of the States of California and Delaware, provided that an amendment made subsequent to the adoption of this Merger Agreement by the stockholders or shareholders of either Constituent Corporation shall not, unless approved by such stockholders or shareholders as required by law:

(a) Alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation;

(b) Alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or

(c) Alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

5.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and Corporation Service Company is the registered agent of the Surviving Corporation at such address.

5.6 Governing Law. This Merger Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California Corporations Code.

5.7 Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.


IN WITNESS WHEREOF, this Merger Agreement, having first been approved by resolutions of the Boards of Directors of Williams-Sonoma, Inc., a Delaware corporation, and Williams-Sonoma, Inc., a California corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

WILLIAMS-SONOMA, INC.
a Delaware corporation

By: _____

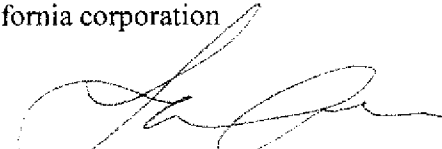

Laura J. Alber
President and Chief Executive Officer

By: _____

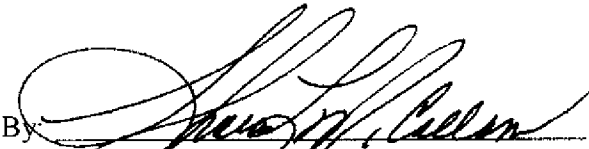

Sharon L. McCollam
Executive Vice President, Chief Operating
and Chief Financial Officer

WILLIAMS-SONOMA, INC.
a California corporation

By: _____


Laura J. Alber
President and Chief Executive Officer

By: _____


Sharon L. McCollam
Executive Vice President, Chief Operating
and Chief Financial Officer