

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Mohawk Brands, Inc.		12/31/2008
			<b>Entity Type</b>
			CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mohawk Carpet Distribution, Inc.		
<b>Street Address:</b>	160 South Industrial Blvd.		
<b>City:</b>	Calhoun		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30701		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	2996386	INTEGRATED CUSHION THERMOBOND
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(706)422-2049		
<b>Phone:</b>	706-422-2043		
<b>Email:</b>	misty_young@mohawkind.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Correspondent Name:</b>	Misty Young		
<b>Address Line 1:</b>	P.O. Box 800		
<b>Address Line 4:</b>	Chatsworth, GEORGIA 30705		
<b>NAME OF SUBMITTER:</b>	Joe Foye		
<b>Signature:</b>	/Joe Foye/		
<b>Date:</b>	09/19/2011		

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**Total Attachments: 7**

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## AGREEMENT OF MERGER

Pursuant to this Agreement of Merger, dated as of the 31st day of December, 2008, Mohawk Brands, Inc., a Delaware corporation, shall be merged with and into Mohawk Mills, Inc., a Delaware corporation.

### SECTION 1 DEFINITIONS

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

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

1.3 Merging Corporation. "Merging Corporation" shall refer to Mohawk Brands, Inc.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Mohawk Mills, Inc.

### SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions of this Agreement of Merger, at the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with applicable law. Mohawk Mills, Inc. 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 but will change its name to "Mohawk Carpet Distribution, Inc." The Merger shall be consummated pursuant to the terms of this Agreement of Merger, which has been approved by the Board of Directors and the sole stockholder of the Merging Corporation and the Surviving Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement of Merger shall be effective at 11:55 p.m. EST on December 31, 2008.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists at the Effective Time shall remain in full force and effect after the Effective Time but will be amended to change the name of the Surviving Corporation to "Mohawk Carpet Distribution, Inc."

2.4 Bylaws. The Bylaws of the Surviving 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 in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

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2.5 Board of Directors. The Board of Directors of the Surviving 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 qualified or until the earlier of their respective death, resignation or removal.

2.6 Officers. The officers of the Surviving 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 elected and qualified or until the earlier of their respective death, resignation or removal.

SECTION 3  
MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Merging Corporation shall be cancelled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and will be unaffected by the Merger.

SECTION 4  
MISCELLANEOUS

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

*[Signatures on following page]*

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

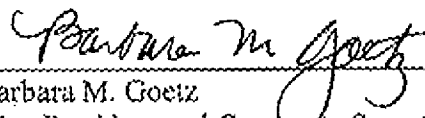
**MERGING CORPORATION:**

MOHAWK BRANDS, INC.

By:   
-----  
Frank H. Boykin  
President

**SURVIVING CORPORATION:**

MOHAWK MILLS, INC.

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

**JOINT ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND THE SOLE STOCKHOLDER OF  
MOHAWK MILLS, INC.**

Acting by unanimous written consent pursuant to applicable provisions of Delaware law, the undersigned, being all of the members of the Board of Directors and the sole stockholder of Mohawk Mills, Inc., a Delaware corporation (the "Corporation"), hereby waive notice of a meeting and consent to and adopt the following resolutions as the action of the Board of Directors and the sole stockholder in lieu of a meeting and hereby direct that this written consent be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

**Approval of Mohawk Carpet Distribution Merger**

WHEREAS, the Corporation holds a 99% limited partnership interest in Mohawk Carpet Distribution, L.P., a Delaware limited partnership ("MCD");

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge MCD with and into the Corporation (the "MCD Merger"); and

WHEREAS, the Board of Directors has reviewed the terms and conditions of the proposed MCD Merger as set forth in the Agreement of Merger attached hereto as Exhibit A and believes that it is advisable and in the best interests of the Corporation and its sole stockholder that the transactions be consummated substantially in the manner presented therein.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the MCD Merger and approves and adopts the Agreement of Merger in substantially the form presented to the Board of Directors together with such changes, additions, and deletions thereto as may be deemed advisable by any officer of the Corporation, in his or her sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board of Directors recommends approval of the proposed MCD Merger to the sole stockholder of the Corporation;

FURTHER RESOLVED, that the sole stockholder authorizes and approves the MCD Merger; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of the Delaware General Corporation Law and the Delaware Revised Uniform Limited Partnership Act to effect the MCD Merger.

*Approval of Aladdin of Texas Holding Merger*

WHEREAS, the Corporation owns a 100% membership interest in Aladdin of Texas Holding, LLC, a Delaware limited liability company ("ATH");

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge ATH with and into the Corporation (the "ATH Merger"); and

WHEREAS, the Board of Directors has reviewed the terms and conditions of the proposed ATH Merger as set forth in the Agreement of Merger attached hereto as Exhibit B and believes that it is advisable and in the best interests of the Corporation and its sole stockholder that the transactions be consummated substantially in the manner presented therein.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the ATH Merger and approves and adopts the Agreement of Merger in substantially the form presented to the Board of Directors together with such changes, additions, and deletions thereto as may be deemed advisable by any officer of the Corporation, in his or her sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board of Directors recommends approval of the proposed ATH Merger to the sole stockholder of the Corporation;

FURTHER RESOLVED, that the sole stockholder authorizes and approves the ATH Merger; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of the Delaware General Corporation Law and the Delaware Limited Liability Company Act to effect the ATH Merger.

*Approval of Mohawk Brands Merger and Name Change*

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge Mohawk Brands, Inc., a Delaware corporation ("MB"), with and into the Corporation (the "MB Merger") and change the name of the Corporation to "Mohawk Carpet Distribution, Inc." (the "Name Change"); and

WHEREAS, the Board of Directors has reviewed the terms and conditions of the proposed MB Merger and the Name Change as set forth in the Agreement

of Merger attached hereto as Exhibit C and believes that it is advisable and in the best interests of the Corporation and its sole stockholder that the transactions be consummated substantially in the manner presented therein.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the MB Merger and the Name change and approves and adopts the Agreement of Merger in substantially the form presented to the Board of Directors together with such changes, additions, and deletions thereto as may be deemed advisable by any officer of the Corporation, in his or her sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board of Directors recommends approval of the proposed MB Merger and the Name Change to the sole stockholder of the Corporation;

FURTHER RESOLVED, that the sole stockholder authorizes and approves the MB Merger and the Name Change; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of the Delaware General Corporation Law and the Delaware Limited Liability Company Act to effect the MB Merger and the Name Change.

*General Authority*

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

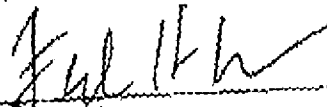
*[Signatures on following page]*



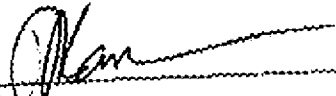
IN WITNESS WHEREOF, the undersigned hereby consent to the actions described herein.

**BOARD OF DIRECTORS:**


Date: \_\_\_\_\_

  
\_\_\_\_\_  
Frank H. Boykin

Date: \_\_\_\_\_

  
\_\_\_\_\_  
Thomas J. Kasak

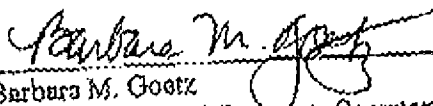
Date: \_\_\_\_\_

  
\_\_\_\_\_  
James T. Lucke

**SOLE STOCKHOLDER:**

ALADDIN MANUFACTURING CORPORATION

Date: \_\_\_\_\_

By:   
\_\_\_\_\_  
Barbara M. Goetz  
Vice President and Corporate Secretary