

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/22/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Envision Brands, LLC		03/19/2013
			LIMITED LIABILITY COMPANY: OKLAHOMA
RECEIVING PARTY DATA			
Name:	Continental Mills, Inc.		
Street Address:	18100 Andover Park West		
City:	Tukwila		
State/Country:	WASHINGTON		
Postal Code:	98188		
Entity Type:	CORPORATION: WASHINGTON		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	4283781	TRUEBLISS
CORRESPONDENCE DATA			
Fax Number:	2063599000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	206-359-8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Grace Han Stanton, Perkins Coie LLP		
Address Line 1:	1201 Third Avenue, Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	00481-4000.0066.US001		
NAME OF SUBMITTER:	Grace Han Stanton		

OP \$40.00 4283781

Signature:	/Grace Han Stanton/
Date:	03/25/2013
Total Attachments: 9 source=Merger#page1.tif source=Merger#page2.tif source=Merger#page3.tif source=Merger#page4.tif source=Merger#page5.tif source=Merger#page6.tif source=Merger#page7.tif source=Merger#page8.tif source=Merger#page9.tif	

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

CERTIFICATE OF MERGER

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

CONTINENTAL MILLS, INC.

WA Profit Corporation

UBI: 178-030-990

Filing Date: March 21, 2013

Effective Date: March 22, 2013

Merging Entities:

Not Qualified in WA    DIVERSIFIED MARKETING SOLUTIONS, LLC

Not Qualified in WA    ENVISION BRANDS, LLC



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 3/21/2013

TRADEMARK

REEL: 004990 FRAME: 0627

FILED  
SECRETARY OF STATE

MAR 21 2013

STATE OF WASHINGTON

ARTICLES OF MERGER

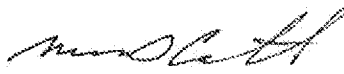
DIVERSIFIED MARKETING SOLUTIONS, LLC,  
ENVISION BRANDS, LLC  
and  
CONTINENTAL MILLS, INC.

Pursuant to RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging Diversified Marketing Solutions, LLC, an Oklahoma limited liability company ("*Diversified*"), and Envision Brands, LLC, an Oklahoma limited liability company ("*Envision*"), into Continental Mills, Inc., a Washington corporation (the "*Surviving Corporation*").

1. The Agreement and Plan of Merger is attached hereto as **Exhibit A**.
2. The Agreement and Plan of Merger was duly approved by the sole member of Diversified and by the sole member of Envision pursuant to the applicable laws of the State of Oklahoma as required by RCW 23B.11.080.
3. Approval of the Agreement and Plan of Merger by the shareholders of the Surviving Corporation was not required pursuant to RCW 23B.11.030(7).
4. The merger shall be effective on March 22, 2013.

Dated: March 19, 2013.

CONTINENTAL MILLS, INC.

By   
Michael D. Castle  
Senior Vice President and Chief Financial  
Officer

**EXHIBIT A**  
**Agreement and Plan of Merger**  
**(to be attached)**

00481-0063/LEGAL25990268.1

**TRADEMARK**  
**REEL: 004990 FRAME: 0629**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("*Agreement*") is entered into as of March 19, 2013 by and among Continental Mills, Inc., a Washington corporation ("*Parent*"), Diversified Marketing Solutions, LLC, an Oklahoma limited liability company ("*Diversified*") and Envision Brands, LLC, an Oklahoma limited liability company ("*Envision*," and, with Diversified, the "*Subsidiaries*"). Parent, Diversified and Envision are sometimes collectively referred to in this Agreement as the "*Constituent Entities*."

### RECITALS

- A. Parent is the sole member and Manager of Diversified.
- B. Parent is the sole member and Manager of Envision.
- C. Parent deems it advisable and in the best interests of its shareholders that Diversified and Envision be merged into Parent (the "*Merger*") as authorized by the laws of the states of Washington and Oklahoma.

### AGREEMENT

In consideration of the foregoing recitals and of the covenants and agreements hereinafter set forth and for the purpose of prescribing the terms and conditions of the Merger, the parties agree as follows:

#### 1. Merger; Effectiveness

Each of Diversified and Envision shall be merged into Parent (hereinafter sometimes called the "*Surviving Corporation*"), pursuant to the applicable provisions of the Washington Business Corporation Act and the Oklahoma Limited Liability Company Act and in accordance with the terms and conditions of this Agreement.

Upon completion of the following events:

- (a) the approval of the plan of merger as stated herein by the Board of Directors of Parent,
- (b) the approval of the plan of merger as stated herein by the sole member of each of the Subsidiaries, and
- (c) the execution by the Surviving Corporation of Articles of Merger incorporating this Agreement and the filing of such Articles of Merger with the Washington Secretary of State and with the Oklahoma Secretary of State,

the Merger shall become effective upon the later of the date of filing of the Articles of Merger with the Washington Secretary of State and the date of filing of the Articles of Merger with the Oklahoma Secretary of State (the "*Effective Time of the Merger*").

**2. Articles of Incorporation**

The Articles of Incorporation of Parent shall, at the Effective Time of the Merger, be the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

**3. Bylaws**

The Bylaws of Parent in effect at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the Bylaws of the Surviving Corporation.

**4. Directors and Officers**

The directors and officers of Parent in office at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and continue as the directors and officers of the Surviving Corporation and shall hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

**5. Issued and Outstanding Membership Interest in Subsidiaries**

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any membership interest in Diversified or Envision, all of the issued and outstanding membership interest in Diversified and Envision shall be cancelled, and no consideration shall be delivered in exchange therefor.

**6. Shares, Obligations and Securities of Parent**

All of the issued and outstanding shares, obligations and securities of Parent at the Effective Time of the Merger shall, at the Effective Time of the Merger, continue to be the issued and outstanding shares, obligations and securities of the Surviving Corporation.

**7. Rights, Duties, Powers, Liabilities, Etc.**

At the Effective Time of the Merger, the separate existence of each of the Subsidiaries shall cease, and each of the Subsidiaries shall be merged in accordance with the provisions of this Agreement with and into the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, duties and liabilities of each of the Constituent Entities; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the

title to any real estate, or any interest therein, vested by deed or otherwise in any of the Constituent Entities, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against any Constituent Entity, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

**8. Implementation.**

(a) Each of the Constituent Entities hereby agrees that at any time or from time to time as and when requested by the Surviving Corporation, or by its successors or assigns, it will so far as it is legally able, execute and deliver, or cause to be executed and delivered in its name, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other actions as the Surviving Corporation, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to vest or perfect in or confirm to the Surviving Corporation, its successors or assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Agreement and otherwise to carry out the intent and purposes hereof.

(b) Each of the Constituent Entities shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Washington and Oklahoma to consummate and make effective the Merger.

**9. Termination**

This Agreement may be terminated for any reason at any time before the filing of Articles of Merger with the Washington Secretary of State or the Oklahoma Secretary of State by resolution of the Board of Directors of Parent.

*[Signatures appear on the following page.]*



CONTINENTAL MILLS, INC.

EXHIBIT - NOT FOR SIGNATURE

By \_\_\_\_\_  
Michael D. Castle  
Senior Vice President and Chief Financial  
Officer

DIVERSIFIED MARKETING SOLUTIONS,  
LLC

BY CONTINENTAL MILLS, INC.,  
Manager

EXHIBIT - NOT FOR SIGNATURE

By \_\_\_\_\_  
Michael D. Castle  
Senior Vice President and Chief  
Financial Officer

ENVISION BRANDS, LLC

BY CONTINENTAL MILLS, INC.,  
Manager

EXHIBIT - NOT FOR SIGNATURE

By \_\_\_\_\_  
Michael D. Castle  
Senior Vice President and Chief  
Financial Officer

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

CONTINENTAL MILLS, INC.

*a non-qualified corporation organized under the laws of the State of WASHINGTON, has filed in the office of the Secretary of State duly authenticated evidence of a merger whereby said non-qualified corporation is the survivor, as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such merger.*

*IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.*

*EFFECTIVE DATE: March 22, 2013*



*Filed in the City of Oklahoma City this  
21st day of March, 2013, .*

*Larry V. Pannun*

*Secretary Of State*

**ARTICLES OF MERGER**

The undersigned, for the purpose of filing articles of merger pursuant to Title 18, Section 2054, does hereby execute the following articles of merger:

1. The name and jurisdiction of formation or organization of each of the domestic limited liability companies and other business entities which are to merge are:

Diversified Marketing Solutions, LLC, an Oklahoma limited liability company;

Envision Brands, LLC, an Oklahoma limited liability company; and

Continental Mills, Inc., a Washington corporation.

2. An Agreement and Plan of Merger has been approved and executed by each of the domestic limited liability companies and other business entities which are to merge.

3. The name of the surviving corporation is Continental Mills, Inc.

4. The Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at the following address:

18100 Andover Park West, Tukwila, Washington

5. A copy of the Agreement and Plan of Merger shall be furnished by the surviving corporation upon request and without cost to any member of Diversified Marketing Solutions, LLC or Envision Brands, LLC or to any person holding an interest in Continental Mills, Inc.


6. The surviving corporation agrees to be served with process in this state in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge and irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit or proceeding. Process shall be mailed by the Secretary of State to the surviving corporation at the following address:

PO Box 88176, Seattle WA 98138-2176

7. The merger shall be effective on March 22, 2013.

Dated: March 19, 2013.

CONTINENTAL MILLS, INC.

By   
Michael D. Castle  
Senior Vice President and Chief Financial  
Officer

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OKLAHOMA SECRETARY OF STATE



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