

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HomeDirect, Inc.		12/31/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MXD Group, Inc.
Street Address:	7795 Walton Parkway - 4th Floor
Internal Address:	Water's Edge II
City:	New Albany
State/Country:	OHIO
Postal Code:	43054
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3534559	HOMEDIRECT
Registration Number:	3534557	HOMEDIRECT PASSPORT
Registration Number:	1281891	TIMELOK
Registration Number:	2913669	BRINGING IT HOME
Registration Number:	3726289	DIRECT RECOVERY
Registration Number:	3039509	HOMEDIRECT USA
Registration Number:	3819008	HOMEDIRECT EXPRESS BRINGING IT HOME. FAS
Registration Number:	4016787	HOMEDIRECT EXPRESS BRINGING IT HOME. FAS
Registration Number:	2446550	WE DELIVER ON YOUR REPUTATION

CORRESPONDENCE DATA

Fax Number: 4048817777

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

TRADEMARK

via US Mail.

Phone: 404-881-7000
Email: angie.wicker@alston.com
Correspondent Name: Laura Kees
Address Line 1: 1201 West Peachtree Street
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	055183/432189
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NAME OF SUBMITTER:	Laura Kees
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Signature:	/Laura Kees/
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Date:	02/18/2014
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Total Attachments: 9

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Secretary of State
State of California

DEC 31 2013

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made and entered into as of December 30, 2013 by and between HomeDirect, Inc., a Delaware corporation ("HOMEDIRECT") and MXD Group, Inc., a California corporation ("MXD") or, after the Effective Date (as defined in Article V hereof), the "Surviving Company").

WHEREAS, HOMEDIRECT is a corporation organized and validly existing under the laws of the State of Delaware;

WHEREAS, MXD is a corporation organized and validly existing under the laws of the State of California;

WHEREAS, the Delaware General Corporation Law, (the "Delaware Code"), Title 8, Section 252, et seq., and Section 1100, et seq., of the California Corporations Code (the "CCC"), permit a corporation organized and existing under the Delaware Code to merge with another corporation organized and existing under the CCC;

WHEREAS, the Board of Directors and shareholders of each party have duly authorized the merger of HOMEDIRECT with and into MXD pursuant to the terms of this Agreement (the "Merger");

WHEREAS, it is intended that the Merger be a non-taxable transaction for tax purposes; and

WHEREAS, all other conditions precedent to the Merger have been, or prior to the Effective Date will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the Delaware Code and the CCC, HOMEDIRECT shall be, and hereby is at the Effective Date, merged with and into MXD, with MXD to be the Surviving Company. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I
MERGER

At the Effective Date, HOMEDIRECT shall be merged with and into MXD, the separate existence of HOMEDIRECT shall cease, MXD shall continue in existence as the Surviving Company, and the Merger shall in all respects have the effects provided for by the CCC and the Delaware Code.

Prior to the Effective Date, HOMEDIRECT and MXD shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Date, MXD shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper former officers or other agents of HOMEDIRECT shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE II
TERMS OF MERGER

At the Effective Date, all of the shares of stock of HOMEDIRECT issued and outstanding immediately prior to the Effective Date, by virtue of the Merger and without any action on the part of the officers, directors or shareholders of HOMEDIRECT, shall be cancelled and retired, without consideration.

The outstanding shares of the Surviving Company shall remain outstanding and are not affected by the Merger.

ARTICLE III
ARTICLES OF INCORPORATION AND BYLAWS

From and after the Effective Date, and until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of MXD as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the Surviving Company.

ARTICLE IV
MANAGER AND OFFICERS

From and after the Effective Date, and until resignation or removal in accordance with applicable law, the directors and officers of the Surviving Company shall be the same as the directors and officers of MXD immediately prior to the Effective Date.

ARTICLE V
EFFECTIVE DATE

A certificate of merger evidencing the Merger shall be filed in the Office of the Secretary of State of the State of Delaware pursuant to the applicable requirements of the Delaware Code prior to the time that the Merger will become effective.

A copy of this Agreement evidencing the Merger shall be filed in the Office of the Secretary of State of the State of California pursuant to the applicable requirements of the CCC prior to the time that the Merger will become effective.

The Merger shall become effective on December 31, 2013 (such date of effectiveness, the "Effective Date").

ARTICLE VI
TERMINATION

At any time prior to the Effective Date, the Board of Directors of either HOMEDIRECT or MXD may terminate and abandon this Agreement.

ARTICLE VII
AMENDMENTS

At any time prior to the Effective Date, the Board of Directors of HOMEDIRECT and MXD may amend, modify or supplement this Agreement in such manner as they jointly may determine to the fullest extent permitted by applicable law.

ARTICLE VIII
GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of California without giving effect to any choice of law or conflict of law provision or rule (whether of the State of California or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of California.

ARTICLE IX
MISCELLANEOUS

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

HOMEDIRECT, INC.,
a Delaware corporation

By: 

Name: EVA M. KALAWSKI

Title: VICE PRESIDENT & SECRETARY

MXD GROUP, INC.,
a California corporation

By: 

Name: EVA M. KALAWSKI

Title: VICE PRESIDENT & SECRETARY

OFFICER'S CERTIFICATE

I, Eva M. Kalawski, hereby certify that:

1. I am the Vice President and Secretary of MXD Group, Inc., a corporation duly organized and existing under the laws of the State of California.
2. The merger was approved by the Board of Directors of the corporation.
3. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common	250

4. The principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.

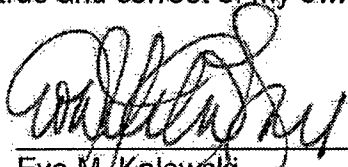
5. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	100%

6. The required vote of the shareholders of MXD Group, Inc., a party to this merger, was obtained.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: December 30, 2013



Eva M. Kalawski
Vice President & Secretary

OFFICER'S CERTIFICATE

I, Eva M. Kalawski, hereby certify that:

1. I am the Vice President and Secretary of HomeDirect, Inc., a corporation duly organized and existing under the laws of the State of Delaware.

2. The merger was approved by the Board of Directors of the corporation.

3. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common	10

4. The principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.

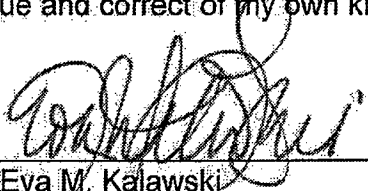
5. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	100%

6. The required vote of the shareholders of HomeDirect, Inc., a party in this merger, was obtained.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: December 30, 2013.



Eva M. Kalawski
Vice President & Secretary



I hereby certify that the foregoing
transcript of 3 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 02 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK
REEL: 005218 FRAME: 0254

Delaware

PAGE 1

The First State

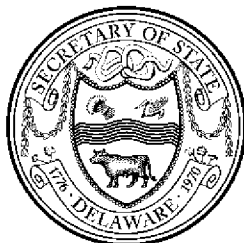
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HOMEDIRECT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MXD GROUP, INC." UNDER THE NAME OF "MXD GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 12:58 O'CLOCK P.M.

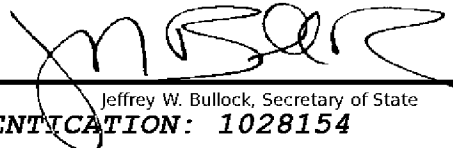
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5458196 8100M

131494213



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1028154

DATE: 01-02-14

TRADEMARK
REEL: 005218 FRAME: 0255

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is MXD GROUP, INC.

, a CALIFORNIA corporation,
and HOMEDIRECT, INC.

a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is MXD GROUP, INC.

, a CA corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on DECEMBER 31, 2013.

SIXTH: The Agreement of Merger is on file at 360 N. CRESCENT DRIVE,
BEVERLY HILLS, CA 90210, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at WATERS EDGE II, 7795 WALTON PKWY., 4TH FL.,

NEW ALBANY, OH 43054

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 30th day of DECEMBER, A.D., 2013.

By: 

Authorized Officer

Name: EVA M. KALAWSKI

Print or Type

Title: VICE PRESIDENT & SECRETARY