

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM311094

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	10/29/2010		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Home Brands, Inc.		10/28/2010	CORPORATION: NEW HAMPSHIRE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Home Brands, Inc.		
<b>Street Address:</b>	300 Constitution Avenue, Suite #200		
<b>City:</b>	Portsmouth		
<b>State/Country:</b>	NEW HAMPSHIRE		
<b>Postal Code:</b>	03801		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2964707	SHEDS USA DELIVERED BUILT GUARANTEED	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	6036958541		
<b>Email:</b>	choward@devinemillimet.com		
<b>Correspondent Name:</b>	Claire Rachel Howard		
<b>Address Line 1:</b>	111 Amherst St		
<b>Address Line 2:</b>	Devine Millimet		
<b>Address Line 4:</b>	Manchester, NEW HAMPSHIRE 03101		
<b>ATTORNEY DOCKET NUMBER:</b>	021878-093467		
<b>NAME OF SUBMITTER:</b>	Claire R. Howard		
<b>SIGNATURE:</b>	/CRH/		
<b>DATE SIGNED:</b>	07/18/2014		
<b>Total Attachments: 6</b>			
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CH \$40.00 2964707

TRADEMARK

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# State of New Hampshire

Filing fee: \$35.00

Use black print or type.

**Form must be single-sided, on 8 1/2" x 11" paper;  
 double sided copies will not be accepted.**

RSA 293-A:11.05

## ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

HOME BRANDS, INC.

(surviving corporation)

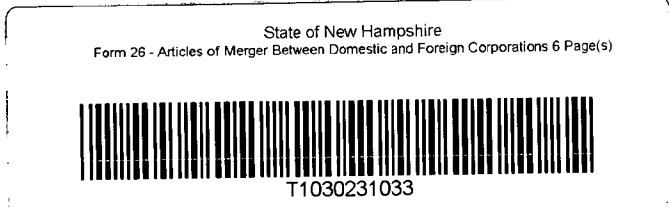
PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED DOMESTIC AND FOREIGN CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. **THE PLAN OF MERGER IS ATTACHED.** (Note 1)

Name of Domestic Corporation: HOME BRANDS, INC.

- (Check one) A.  Shareholder approval was not required.  
 B.  Shareholder approval was required. (Note 2)

Designation (class or series) of voting group	No. of shares outstanding	Total no. of votes entitled to be cast	Total no. of votes cast		OR	Total no. of undisputed votes FOR
			FOR	AGAINST		
Common	61.808	61.808	61.808	0		61.808



SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

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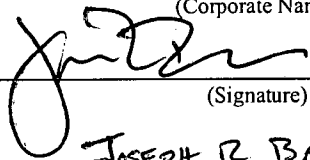
Name of Foreign Corporation: HOME BRANDS, INC.

State of Incorporation DELAWARE

THIRD: The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.

FOURTH: The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is (Note 3): \_\_\_\_\_

HOME BRANDS, INC., a New Hampshire corporation (Note 4)  
(Corporate Name)

 (Note 5)  
(Signature)

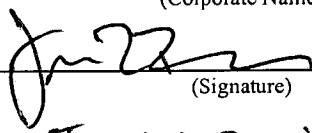
JOSEPH R BARONI  
(Print or type name)

DIRECTOR (Note 5)  
(Title)

Date signed: 10/28/10

\*\*\*\*\*

HOME BRANDS, INC., a Delaware corporation (Note 4)  
(Corporate Name)

 (Note 5)  
(Signature)

JOSEPH R BARONI  
(Print or type name)

DIRECTOR (Note 5)  
(Title)

Date signed: 10/28/10

*effective  
10-29-10  
2:40 PM*

- Notes:
1. The Plan of Merger must be submitted with this form.
  2. All sections under "B" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
  3. Complete this section if surviving corporation is a domestic corporation.
  4. Exact corporate names of respective corporations executing the articles.
  5. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINAL (INCLUDING PLAN OF MERGER) to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of October 29, 2010 (the "Agreement"), by and between Home Brands, Inc., a New Hampshire corporation ("Home Brands NH"), and Home Brands, Inc., a Delaware corporation (the "Company"). Home Brands NH and the Company are sometimes collectively referred to herein as the "Constituent Corporations."

### WITNESSETH:

WHEREAS, the respective Constituent Corporations deem it advisable that Home Brands NH merge with and into the Company and that the Company continue as the surviving corporation, upon the terms set forth herein and in accordance with the laws of the States of Delaware and New Hampshire (the "Merger"), and that the shares of Home Brands NH be canceled upon consummation of the Merger as set forth herein; and

WHEREAS, the boards of directors of the Company and Home Brands NH have, by resolutions duly approved and adopted the provisions of this Agreement, adopted the plan of merger required by the Delaware General Corporation Law and the New Hampshire Business Corporation Act.

NOW, THEREFORE, the parties hereto agree as follows:

### ARTICLE 1

#### Effect of the Merger; Manner and Basis of Converting and Canceling Shares

Section 1.1 At the Effective Time (as hereinafter defined), Home Brands NH shall be merged with and into the Company, the separate corporate existence of Home Brands NH (except as may be continued by operation of law) shall cease, and the Company shall continue as the surviving corporation, all with the effects provided by applicable law. The Company in its capacity as the surviving corporation of the Merger is hereinafter sometimes referred to as the "Surviving Corporation."

Section 1.2 At the Effective Time, (a) each share of voting common stock of Home Brands NH issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by Home Brands NH, the Company or any other person, be canceled and (b) each of the shares of capital stock of the Company issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Company, Home Brands NH or any other person, be converted into one (1) validly issued, fully paid and nonassessable share of voting common stock of the Surviving Corporation, and shall constitute the only outstanding shares of capital stock of the Surviving Corporation as of the Effective Time.

Section 1.3 At and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, and be

subject to all the duties and liabilities of Home Brands NH; and all rights, privileges, immunities and franchises of Home Brands NH and all property, real, personal and mixed, and all debts due on whatever accounts, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to Home Brands NH shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and title to any real estate, or any interest therein, vested in Home Brands NH shall not revert or be in any way impaired by reason of the Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of Home Brands NH and any claim existing or action or proceeding pending by or against Home Brands NH may be prosecuted to judgment as if the Merger had not taken place or the Surviving Corporation may be substituted in its place. The authority of the officers of Home Brands NH shall continue with respect to the due execution in the name of each respective corporation of tax returns, instruments of transfer or conveyance and other documents where the execution thereof is required or convenient to comply with any provision of the Delaware Business Corporation Law, the New Hampshire Business Corporation Act or any contract to which Home Brands NH was a party or this Agreement.

Section 1.4 The name of the Surviving Corporation shall be "Home Brands, Inc."

## ARTICLE 2

### Effective Time

Section 2.1 Upon fulfillment or waiver of the conditions specified in Article 4 hereof, Home Brands NH shall cause a Certificate of Merger to be executed and delivery for filing with the Secretary of State of the State of Delaware, as provided in and accordance with the Delaware General Corporation Law (the "Certificate of Merger") and Articles of Merger to be executed and delivery for filing with the Secretary of State of the State of New Hampshire, as provided in and accordance with the New Hampshire Business Corporation Act (the "Articles of Merger").

Section 2.2 The Merger shall become effective upon the filing of the Company's Certificate of Merger and Articles of Merger, as provided by applicable law (the "Effective Time").

## ARTICLE 3

### Certificate of Incorporation and By laws; Board of Directors

Section 3.1 The Certificate of Incorporation of the Company as in effect at the Effective Time shall govern the Surviving Corporation, until it shall be amended as provided by law.

Section 3.2 The Bylaws of the Company as in effect at the Effective Time, subject to alteration, amendment or repeal from time to time by the Board of Directors or the shareholders of the Surviving Corporation, shall govern the Surviving Corporation.

Section 3.3 The members of the Board of Directors and the officers of the Company holding office immediately prior to the Effective Time shall be the members of the Board of Directors and the officers (holding the same positions as they held with the Company immediately prior to the Effective Time) of the Surviving Corporation and shall hold such offices until the expiration of their current terms, or their prior resignation, removal or death, or as otherwise provided in the Bylaws of the Surviving Corporation.

#### ARTICLE 4

##### Conditions

Section 4.1 The respective obligations of each of the Constituent Corporations to consummate the Merger under this Agreement is subject to the fulfillment of the following conditions:

(a) There shall be no law, statute, rule or regulation, domestic or foreign, enacted or promulgated which would make consummation of the Merger illegal; and

(b) No preliminary or permanent injunction or other order by any federal or state court of competent jurisdiction that makes illegal or otherwise prevents the consummation of the Merger shall have been issued and shall remain in effect.

#### ARTICLE 5

##### Miscellaneous

Section 5.1 This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument. Any counterpart may be executed by facsimile signature and such facsimile signature shall be deemed an original.

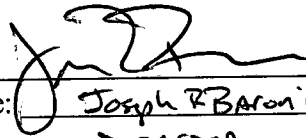
Section 5.2 The internal law, not the law of conflicts, of the State of Delaware will govern all questions concerning the construction, validity and interpretation of this Agreement.

Section 5.3 This Agreement is not intended to confer upon any person (other than the parties hereto and their respective successors and assigns) any rights or remedies hereunder or by reason hereof.

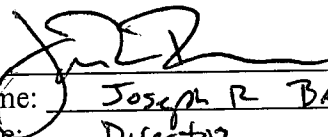
\* \* \* \* \*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the day and year first written above.

HOME BRANDS, INC., a New Hampshire corporation

By:   
Name: Joseph R Baroni  
Title: Director

HOME BRANDS, INC., a Delaware corporation

By:   
Name: Joseph R Baroni  
Title: Director

[Signature Page to Agreement and Plan of Merger]