

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM311523

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/28/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PINNACLE FRAMES AND ACCENTS, INC.		03/28/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	NIELSEN & BAINBRIDGE, LLC
Street Address:	12201 Technology Blvd.
Internal Address:	Suite 1200
City:	Austin
State/Country:	TEXAS
Postal Code:	78727
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2224816	BRISTOL COLLECTION
Registration Number:	4071789	CURATOR'S CHOICE
Registration Number:	2960304	CYNTHIA ROYCE
Registration Number:	2876462	CYNTHIA ROYCE
Registration Number:	2217987	DESIGN YOUR OWN ALBUM
Registration Number:	3468853	FAMILY & FRIENDS
Registration Number:	4318375	GALLERY PERFECT
Registration Number:	3459400	GALLERY SOLUTIONS
Registration Number:	4205149	GALLERY SOLUTIONS
Registration Number:	1847709	PHOTOTRAC
Registration Number:	2812439	PINNACLE FRAMES & ACCENTS
Registration Number:	3357544	ROYCE LIMITED
Registration Number:	4256188	SHOWCASE YOUR LIFE
Registration Number:	4564551	SHOWCASE YOUR LIFE
Registration Number:	3392971	TACMAT
Registration Number:	3392970	WALLGRABBER
Registration Number:	2773501	YOUR MEMORIES FOR LIFE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4392542	YOUR MEMORIES FOR LIFE
Serial Number:	86207884	PINNACLE
Serial Number:	86207941	PINNACLE

CORRESPONDENCE DATA

Fax Number:

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.

Email: vmann@paulweiss.com, dewilliams@paulweiss.com

Correspondent Name: Virginia F. Mann

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	11191-263
NAME OF SUBMITTER:	Virginia F. Mann
SIGNATURE:	/Virginia F. Mann/
DATE SIGNED:	07/22/2014

Total Attachments: 3

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Delaware

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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:

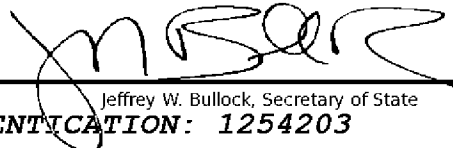
"PINNACLE FRAMES AND ACCENTS, INC.", A DELAWARE CORPORATION, WITH AND INTO "NIELSEN & BAINBRIDGE, LLC" UNDER THE NAME OF "NIELSEN & BAINBRIDGE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2014, AT 5:08 O'CLOCK P.M.

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

2988923 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1254203

DATE: 03-31-14

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

TRADEMARK
REEL: 005327 FRAME: 0779

**CERTIFICATE OF MERGER OF
NIELSEN & BAINBRIDGE, LLC**

AND

PINNACLE FRAMES AND ACCENTS, INC.

The undersigned limited liability company, duly formed and existing under and by virtue of the Delaware Limited Liability Company Act (the "DLLCA"), does hereby certify that:

FIRST: The name and state of organization or formation for each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Formation</u>	<u>Type of Entity</u>
Nielsen & Bainbridge, LLC	Delaware	Limited Liability Company
Pinnacle Frames and Accents, Inc.	Delaware	Corporation

SECOND: An Agreement and Plan of Merger, dated as of March ²⁸, 2014, by and between Nielsen & Bainbridge, LLC and Pinnacle Frames and Accents, Inc., has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the provisions of Section 264 and 228 of the General Corporation Law of the State of Delaware and Sections 18-209 and 18-302 of the DLLCA.

THIRD: The name of the surviving company shall be Nielsen & Bainbridge, LLC.

FOURTH: The certificate of formation and limited liability company agreement of Nielsen & Bainbridge, LLC, as in effect immediately prior to the merger, shall be the certificate of formation and limited liability company agreement of the surviving limited liability company until amended and changed pursuant to the DLLCA.

FIFTH: The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: A copy of the executed Agreement and Plan of Merger, together with all amendments through the date hereof, is on file at the office of the surviving company, the address of which is 12201 Technology Blvd., Suite 1200, Austin, Texas 78727.

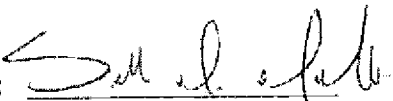
SEVENTH: A copy of the Agreement and Plan of Merger, together with all amendments through the date hereof, will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of the constituent corporation or to any member of the aforesaid surviving limited liability company.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the 28th day of March 2014.

NIELSEN & BAINBRIDGE, LLC

BY: N&B INDUSTRIES, INC.,
as Sole Member

By: 
Name: Seth Hollander
Title: Vice President

[Signature Page of Certificate of Merger of Pinnacle Frames and Accents Inc. and Nielsen & Bainbridge LLC]