

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/03/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Anna's Linen Company		06/03/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Anna's Linens, Inc.
Street Address:	3550 Hyland Avenue
City:	Costa Mesa
State/Country:	CALIFORNIA
Postal Code:	92626
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3022503	ANNA'S LINENS

CORRESPONDENCE DATA

Fax Number: (626)577-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6267959900
 Email: pto@cph.com
 Correspondent Name: Christie, Parker & Hale, LLP
 Address Line 1: P.O. Box 7068
 Address Line 4: Pasadena, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER:	52018/RJW
NAME OF SUBMITTER:	Richard J. Ward, Jr.
Signature:	/Richard J. Ward,Jr./

CH \$40.00 3022503

Date:

05/09/2007

Total Attachments: 3

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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

Delaware

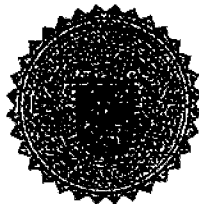
JUN - 9 2005

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE, DO HEREBY CERTIFY THAT THE ABOVE COPY IS A TRUE AND CORRECT COPY OF THE ORIGINAL RECORD AS FILED IN THIS OFFICE THE SEVENTH DAY OF JUNE, A.D. 2005, AT 12:14 O'CLOCK P.M.

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



3946437 8100M

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3932166

DATE: 06-07-05

TRADEMARK
REEL: 003538 FRAME: 0925

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

ANNA'S LINEN COMPANY
a California corporation

INTO

ANNA'S LINENS, INC.
a Delaware corporation

Anna's Linen Company, a corporation organized and existing under the laws of the State of California.

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of California, on the 3rd day of July, 1987.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 253 of the General Corporation Law of the State of Delaware.

THIRD: That it owns 100% of the outstanding shares of the capital stock of Anna's Linens, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: That its Board of Directors, at a meeting held on the 5th day of April 2005, determined to merge the corporation into said Anna's Linens, Inc., a Delaware corporation, and did adopt the following resolutions:

RESOLVED, that this corporation, Anna's Linen Company, a California corporation, merge itself into Anna's Linens, Inc., a Delaware corporation, which corporation, Anna's Linens, Inc., a Delaware corporation, assumes all of the obligations of Anna's Linen Company, a California corporation.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

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Upon completion of the merger, the holders of the outstanding Series A Preferred Stock and the outstanding Common Stock of Anna's Linen Company, a California corporation, shall receive an equivalent number of shares of the Series A Preferred Stock and the Common Stock, respectively of Anna's Linens, Inc., a Delaware corporation, and shall have no further claims of any kind or nature; and the outstanding Common Stock of Anna's Linens, Inc., a Delaware corporation, held by Anna's Linen Company, a California corporation, shall be surrendered and canceled.

FURTHER RESOLVED, that this resolution to merge be approved by the outstanding shares of this corporation, Anna's Linen Company, a California corporation, pursuant to Section 603(a) of the General Corporation Law of the State of California by the written consent of stockholders holding a majority of the outstanding shares; and in the event that the holders of at least a majority of the outstanding shares of this corporation, Anna's Linen Company, a California corporation, vote in favor of this resolution that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of stock of this corporation, Anna's Linens Company, a California corporation, by written consent pursuant to Section 603(a) of the General Corporation Law of the State of California.

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 3rd day of June 2005.

ANNA'S LINEN COMPANY

By: *Alm Gladstone*
Authorized Officer

Name: Alm Gladstone
Print or Type

Title: Chairman, CEO & President

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