

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/15/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BAILEY SALES CORPORATION	FORMERLY BAILEY INTERNATIONAL CORPORATION	03/15/2012	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	BAILEY INTERNATIONAL, L.L.C.
Street Address:	2527 WESTCOTT BLVD
City:	KNOXVILLE
State/Country:	TENNESSEE
Postal Code:	37931-3112
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2461099	CHIEF
Registration Number:	2020293	CHIEF
Registration Number:	3132303	BAILEY
Registration Number:	3586804	MAXIM
Registration Number:	3119809	ONE 10 COMPANY GIVING 110% EVERY DAY
Registration Number:	4087570	ONE TEAM. ONE PURPOSE.

CORRESPONDENCE DATA

Fax Number: (865)523-4478  
 Phone: (865) 546-4305  
 Email: RRobinson@LNG-Patent.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

CH \$165.00 2461099

Correspondent Name: LUEDEKA NEELY GROUP, P.C.  
Address Line 1: P.O. Box 1871  
Address Line 4: Knoxville, TENNESSEE 37901

ATTORNEY DOCKET NUMBER: 67918.00 TM MERGER BILLC

NAME OF SUBMITTER: Michael E. Robinson

Signature: /michael e robinson/

Date: 03/21/2012

**Total Attachments: 8**

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RECEIVED BY TENNESSEE SECRETARY OF STATE TINA HARGRETT 03/15/2012 15:06:41 7014.3042

ARTICLES OF MERGER  
of  
BAILEY SALES CORPORATION  
(a Tennessee corporation)  
with and into  
BAILEY INTERNATIONAL, L.L.C.  
(a Delaware limited liability company)

SHERRY WITT  
REGISTER OF DEEDS  
KNOX COUNTY

Pursuant to the provisions of Sections 48-21-102, 48-21-107 and 48-21-110 of the Tennessee Business Corporation Act (the "Act"), the undersigned parties execute the following Articles of Merger for the purpose of merging Bailey Sales Corporation, a Tennessee corporation, with and into Bailey International, L.L.C., a Delaware limited liability company, as the surviving entity (the "Merger").

1. The name and jurisdiction of formation of each of the entities which is a party to the Merger are:
  - a. Bailey Sales Corporation (Control no. 377454)  
Tennessee
  - b. Bailey International, L.L.C.  
Delaware
2. A copy of the Plan and Agreement of Merger is attached as **Exhibit A** hereto.
3. Approval by the shareholders of Bailey Sales Corporation is required by Chapter 21 of the Act, and the Plan and Agreement of Merger was approved by the affirmative vote of the required percentage of all votes entitled to be cast.
4. The Plan and Agreement of Merger, and performance of its terms, were duly authorized by Bailey International, L.L.C. by all action required under the laws of the State of Delaware and by its Certificate of Formation.
5. These Articles of Merger are to be effective upon filing with the Secretary of State of Tennessee.

[Signatures on next page.]

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Knox County Page: 1 of 6  
REC'D FOR REC 03/16/2012 11:29:07AM  
RECORD FEE: \$7.50  
M. TAX: \$0.00 T. TAX: \$0.00  
**201203160051294**

**TRADEMARK**  
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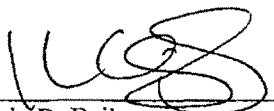
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Dated this 8<sup>th</sup> day of March, 2012.

BAILEY SALES CORPORATION

By:   
Kevin D. Bailey  
President

BAILEY INTERNATIONAL, L.L.C.

By:   
Kevin D. Bailey  
President

**LINES ON ORIGINAL**

  
Page: 2 OF 6  
201203160051294

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

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Page: 3 OF 6  
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**TRADEMARK**  
**REEL: 004740 FRAME: 0494**

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PLAN AND AGREEMENT OF MERGER

of

BAILEY SALES CORPORATION

(a Tennessee corporation)

with and into

BAILEY INTERNATIONAL, L.L.C.

(a Delaware limited liability company)

This Plan and Agreement of Merger (the "Agreement") is made and entered into this 8<sup>th</sup> day of March, 2012, by and between BAILEY SALES CORPORATION, a Tennessee corporation (the "Corporation"), and BAILEY INTERNATIONAL, L.L.C., a Delaware limited liability company (the "LLC").

WHEREAS, the parties hereto wish to provide for the merger of the Corporation with and into the LLC (the "Merger"), pursuant to which the LLC will be the surviving entity (the "Surviving Entity"), upon the terms and conditions contained herein; and

WHEREAS, prior to the Merger, Bailey Manufacturing Corporation, a Tennessee corporation, merged with and into Bailey Manufacturing, L.P., a Delaware limited partnership.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

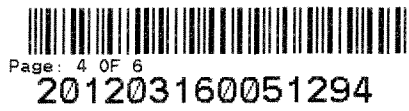
1. Merger and Effect of Merger.

a. The parties to the Merger are the Corporation and the LLC.

b. At the Effective Date (as defined in Section 3 hereof), the Corporation shall be merged with and into the LLC and the separate existence of the Corporation shall thereupon cease. The LLC shall be the Surviving Entity in the Merger, and the LLC, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

c. The Surviving Entity shall succeed to all of the rights, privileges, and powers of the LLC and the Corporation; all of the leases, properties and assets of the LLC and the Corporation; and all of the debts, choses in action, and other interests due or belonging to the LLC and the Corporation and shall be subject to and responsible for all of the debts, liabilities, and duties of the LLC and the Corporation to the fullest extent required by the laws of the State of Tennessee and the State of Delaware.

d. If, at any time after the Effective Date, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Entity its right, title, or interest in, to, or under any of the rights, properties, or assets of the LLC or the Corporation acquired or to be acquired by the Surviving Entity as a result of or in connection with the Merger or to otherwise carry out this Agreement, the President of the Surviving Entity shall and will be authorized to execute and deliver, in the name and on behalf of



the parties hereto or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in, to, and under such rights, properties, or assets in the Surviving Entity or to otherwise carry out this Agreement.

e. The Certificate of Formation and the Company Agreement of the LLC as existing and constituted immediately prior to the Effective Date shall be and constitute the Certificate of Formation and the Limited Liability Company Agreement of the Surviving Entity.

**2. Conversion of Stock.**

a. The stock of the sole shareholder of the Corporation shall be canceled.

b. The membership interests of the members of the LLC as of the Effective Date shall continue to represent the membership interests of the Surviving Entity and shall be unaffected by the Merger.


**3. Effective Date.** As used in this Agreement, the "Effective Date" shall be the date of filing of the Articles of Merger with the Secretary of State of Tennessee and the Certificate of Merger with the Delaware Secretary of State.

[Signatures on next page.]




IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first above written.

BAILEY SALES CORPORATION

By:   
Kevin D. Bailey  
President

BAILEY INTERNATIONAL, L.L.C.

By:   
Kevin D. Bailey  
President

RECEIVED BY TENNESSEE SECRETARY OF STATE TRS HARGRETT, 03/15/2012, 15:06:44, 7014.3047





**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

BAILEY SALES CORPORATION  
2527 WESTCOTT BLVD  
KNOXVILLE, TN 37931-3112

March 15, 2012

**Control # 377454**

Effective Date: 03/15/2012

**Document Receipt**

Receipt #: 670091

Filing Fee: \$100.00

Payment-Account - CFS, NASHVILLE, TN

\$100.00

**ACKNOWLEDGMENT OF MERGER**

**BAILEY SALES CORPORATION (KNOX COUNTY) (Qualified Non-survivor)**

merged into **Bailey International, L.L.C. (DELAWARE) (Unqualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett  
Secretary of State

Processed By: Carol Dickerson