

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM452413

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	08/16/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Freight of Ohio, LLC		08/16/2017	Limited Liability Company: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
American Freight, Inc.	08/16/2017	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	American Freight, Inc.
Street Address:	680 Sunbury Road
City:	Delaware
State/Country:	OHIO
Postal Code:	43015
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3362041	AMERICAN FREIGHT
Registration Number:	3908803	ASSOCIATED BEDDING
Registration Number:	3954456	DR. MARVIN'S
Registration Number:	3875531	NORDICREST
Registration Number:	2973591	STEWART & HAMILTON

CORRESPONDENCE DATA

Fax Number: 6147480631

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.

Phone: 614-847-0023

Email: smueller@muelleriplaw.com

Correspondent Name: Jerry K. Muellr, Jr.

Address Line 1: 3841B Attucks Drive

Address Line 4: Powell, OHIO 43065-6082

OP \$140.00 3362041

NAME OF SUBMITTER:	Jerry K. Mueller, Jr.
SIGNATURE:	/J.K. MUELLER, JR./
DATE SIGNED:	11/29/2017
Total Attachments: 3 source=AF of Ohio merger#page1.tif source=AF of Ohio merger#page2.tif source=AF of Ohio merger#page3.tif	

AGREEMENT OF MERGER
OF
AMERICAN FREIGHT OF OHIO, LLC
(a Delaware limited liability company)

AND
AMERICAN FREIGHT, INC.
(a Delaware corporation)

Now on this 16th day of August, 2017, American Freight, Inc., a Delaware corporation (the "Corporation"), and American Freight of Ohio, LLC, a Delaware limited liability company (the "LLC" and, together with the Corporation, sometimes referred to herein as the "Constituent Entities"), have entered into the following Agreement of Merger (the "Agreement") pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "DGCL") and pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA").

WHEREAS, the Board of Directors of the Corporation and the sole member of the LLC declare it advisable and in the best interests of said Constituent Entities and their respective sole stockholder and sole member to merge the LLC with and into the Corporation pursuant to the provisions of the DLLCA and the DGCL upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Entities do hereby prescribe the terms and conditions of the merger and of carrying the same into effect as follows:

1. Pursuant to the provisions of the DGCL and the DLLCA, the LLC shall be merged with and into the Corporation, with the Corporation being the surviving entity (the "Merger"). The Merger is to become effective as at 11:59 p.m., Eastern Daylight Time, on October 1, 2017, upon the filing of a certificate of merger with the Secretary of State of the State of Delaware (the "Effective Time"). At the Effective Time, the Corporation shall continue its existence as a corporation formed under the laws of the State of Delaware (sometimes hereinafter referred to as the "Surviving Entity"). The separate existence of the LLC shall cease at the Effective Time.

2. At the Effective Time, the Surviving Entity shall continue its existence as said surviving corporation pursuant to the provisions of the DGCL.

3. At the Effective Time, the Certificate of Incorporation of the Corporation as in effect immediately prior to the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity.

4. At the Effective Time, the by-laws of the Corporation as in effect immediately prior to the Merger shall continue in full force and effect as the by-laws of the Surviving Entity.

5. At the Effective Time, the board of directors of the Corporation immediately prior to the Effective Time shall be the board of directors of the Surviving Entity.


6. At the Effective Time, the officers of the Corporation immediately prior to the Effective Time shall be the officers of the Surviving Entity.

7. At the Effective Time, as the Corporation is the holder of all the issued and outstanding membership interests of the LLC, all the issued and outstanding membership interests of the LLC immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of the holder thereof cease to be outstanding, be canceled and retired without payment of any consideration. The shares of the Corporation shall not be converted, but each said share which is issued as of the Effective Time shall continue to represent one issued share of the Corporation.


[Signature page follows]

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

AMERICAN FREIGHT, INC.

By: 
Name: Chuck Jennings
Title: Assistant Secretary

AMERICAN FREIGHT OF OHIO, LLC

By: 
Name: Chuck Jennings
Title: Assistant Secretary

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