

11-04-1998

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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RE MRD
10-6-98

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/03/1998 DWSUYEN 00000047 74403766

FOR OFFICE USE ONLY

01	FC:481	40.00	DP
02	FC:482	25.00	DP
03	FC:998	10.00	DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1814 FRAME: 0277

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

240 previously submitted

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

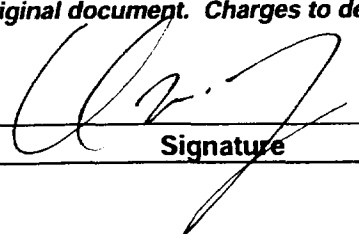
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Karl M. Zielaznicki
Name of Person Signing



Signature

10/6/98

Date Signed

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE WAYSIDE FURNITURE SHOPS, INCORPORATED", A CONNECTICUT CORPORATION,

WITH AND INTO "HUFFMAN KOOS INC." UNDER THE NAME OF "HUFFMAN KOOS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.

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



2095791 8100M

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8928534

DATE: 02-19-98

TRADEMARK
REEL: 1814 FRAME: 0279

CERTIFICATE OF OWNERSHIP AND MERGER

OF

THE WAYSIDE FURNITURE SHOPS, INCORPORATED

(a Connecticut corporation)

into

HUFFMAN KOOS INC.

(a Delaware corporation)

It is hereby certified that:

1. **Huffman Koos Inc. (the "Corporation") was incorporated in Delaware on July 10, 1986.**
2. **The Corporation is the owner of all of the outstanding shares of the capital stock of The Wayside Furniture Shops, Incorporated, a corporation incorporated in the State of Connecticut on September 30, 1985.**
3. **The Corporation, by the following resolutions duly adopted as of February 17, 1998 by unanimous written consent of its Board of Directors, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "GCL"), determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge The Wayside Furniture Shops, Incorporated into the Corporation:**

RESOLVED, that, inasmuch as the Corporation owns 100% of the outstanding shares of each class of capital stock of The Wayside Furniture Shops, Incorporated, and inasmuch as the Corporation desires to merge The Wayside Furniture Shops, Incorporated into itself (the "Merger"), The Wayside Furniture Shops, Incorporated shall merge into the Corporation effective upon the filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and it is further


RESOLVED, that each of the officers of the Corporation is hereby authorized and directed to make and execute, and the Secretary of the Corporation is hereby authorized and directed to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and

things, whatsoever, whether within or without the State of Delaware, that may be in any way necessary or appropriate to effect the Merger.

We, the undersigned officers of the Corporation, have hereunder set our hands as the Chairman and Secretary, respectively, of the Corporation as of the 19th day of February, 1998 and we hereby certify that this Certificate of Ownership and Merger was duly adopted in accordance with Section 253 of the GCL, and we hereby affirm that the foregoing certificate is our act and deed and the act and deed of the Corporation and that the facts stated therein are true.

Executed on February 19, 1998.

HUFFMAN KOOS INC.

By: 
Name: Joseph Albanese
Title: Executive Vice President

Attest

By: _____
Name: R. Clair Sauder
Title: Chief Financial Officer

things, whatsoever, whether within or without the State of Delaware, that may be in any way necessary or appropriate to effect the Merger.

We, the undersigned officers of the Corporation, have hereunder set our hands as the Chairman and Secretary, respectively, of the Corporation as of the 19th day of February, 1998 and we hereby certify that this Certificate of Ownership and Merger was duly adopted in accordance with Section 253 of the GCL, and we hereby affirm that the foregoing certificate is our act and deed and the act and deed of the Corporation and that the facts stated therein are true.

Executed on February 19, 1998.

HUFFMAN KOOS INC.

By: _____
Name: Joseph Albanese
Title: Executive Vice President

Attest

By: 
Name: R. Clair Sauder
Title: Chief Financial Officer

SCHEDULE "A"

Trademarks of the Wayside Furniture Shops, Incorporated

Trademark	Status in Trademark Office	Federal Registration Number	Registration Date
Flexi-Charge	Issued	1,223,664	1/11/83
Outsville	Issued	1,158,596	6/23/81
Connecticut Country	Issued	1,176,615	11/2/81
Teen Town	Issued	2,007,813	10/15/96
Wayside of Milford (Stylized)	Issued	1,727,663	10/27/92
Wayside Home Fashion Center	Issued	1,823,885	2/22/94
Homeshop	Issued	2,049,683	4/1/97
Wayside	Issued	1,987,157	7/16/96
Global Connoisseur	Issued	2,098,720	9/23/97

Wayside Home Fashion Center	Wayside Furniture Shops, Inc.	Issued	1,823,885	2/22/94
@Home	Wayside Furniture Shops, Inc.	Abandoned		
Homeshop	Wayside Furniture Shops, Inc.	Issued	2,049,683	4/1/97
Wayside	Wayside Furniture Shops, Inc.	Issued	1,987,157	7/16/96
Global Connoisseur	Wayside Furniture Shops, Inc.	Issued	2,098,720	9/23/97

SCHEDULE A
to the Amended and Restated Trademark Security Agreement

ASVP

Trademarks of Deblor

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date
Good's Furniture	Huffman Koos Inc.	Pending; Answer to Notice of Opposition filed in Patent & Trademark Office on 6/23/95	403766	6/17/93
Roomful of Savings	Huffman Koos Inc.	Certificate of Registration Received 2/2/95	407181	6/24/93
The Good Life Co.	Huffman Koos Inc.	Held in abeyance pending further action	403768	6/17/93
Flexi-Charge	Wayside Furniture Shops, Inc.	Issued	1,223,664	1/11/83
Outsville	Wayside Furniture Shops, Inc.	Issued	1,158,596	6/23/81
Connecticut Country	Wayside Furniture Shops, Inc.	Issued	1,176,615	11/2/81
Teen Town	Wayside Furniture Shops, Inc.	Issued	2,007,813	10/15/96
Wayside of Milford (Stylized)	Wayside Furniture Shops, Inc.	Issued	1,727,663	10/27/92