

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mannington Carpets, Inc.		03/25/2005	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Mannington Mills, Inc.
Street Address:	P.O. Box 30
City:	Salem
State/Country:	NEW JERSEY
Postal Code:	08079
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Serial Number:	78574366	FACETS S.D.
Serial Number:	78593006	VTT
Serial Number:	78593002	VARIABLE TWIST TECHNOLOGY
Serial Number:	76283229	EMBRACING HEALTH AND IMPROVING LIFE
Serial Number:	76525375	TRENDS & TRUTHS
Serial Number:	76617521	ART WITH A HEART
Serial Number:	76587591	MCARE
Serial Number:	76569075	TILE TOOL
Serial Number:	76559444	STREAMLINES
Serial Number:	76555244	WELLCO
Serial Number:	76606225	ACTIONS SPEAK
Registration Number:	2915903	TEXTURE-TWIST
Registration Number:	2929480	ARTCRAFT

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Registration Number:	2693080	COLORSAFE
Registration Number:	2689396	LIFELESSONS
Registration Number:	2673167	EARTH1ST
Registration Number:	2731127	INFINITY
Registration Number:	2490848	CONTEC
Registration Number:	2650136	HP HIGH PERFORMANCE BACKING
Registration Number:	2447825	
Registration Number:	2423964	LIFECARE
Registration Number:	2460152	WEATHERTREAD
Registration Number:	2502379	COLORGRAPH
Registration Number:	2241650	MEGATUFT
Registration Number:	2244463	CLEARTAC
Registration Number:	2301248	COLORSPEC
Registration Number:	1915153	ACCUTUFT
Registration Number:	1954127	ULTRA-BAC
Registration Number:	1862597	TECHNILON
Registration Number:	1932180	DELTABAC
Registration Number:	1734993	MACRO-TEC
Registration Number:	1638486	WELLCO BUSINESS CARPET
Registration Number:	1503128	WELLCO
Registration Number:	1089778	HAWK-LOK

CORRESPONDENCE DATA

Fax Number: (410)332-8785
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 410-332-8784
Email: sflax@saul.com
Correspondent Name: Sherry H. Flax
Address Line 1: 500 East Pratt Street
Address Line 2: Suite 900
Address Line 4: Baltimore, MARYLAND 21208

NAME OF SUBMITTER:	Sherry Flax
Signature:	/SHERRY FLAX/
Date:	11/29/2005

Total Attachments: 3
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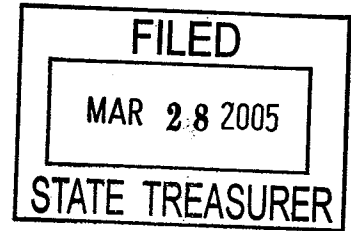
CERTIFICATE OF MERGER

BETWEEN

MANNINGTON CARPETS, INC.

AND

MANNINGTON MILLS, INC.



THIS IS TO CERTIFY THAT:

FIRST: Mannington Carpets, Inc. shall merge with Mannington Mills, Inc. in the manner set forth in the Plan of Merger described below. Mannington Mills, Inc. (the "Parent Corporation") owns one hundred percent (100%) of the issued and outstanding stock of Mannington Carpets, Inc. (the "Subsidiary").

SECOND: The Parent Corporation is the corporation to survive the merger.

THIRD: The Parent Corporation is incorporated under the laws of the State of New Jersey. The Subsidiary is incorporated under the laws of the State of Georgia.

FOURTH: The Plan of Merger is as follows:

1. Mannington Carpets, Inc. ("MCI") shall be merged with and into Mannington Mills, Inc. ("MMI") in accordance with the laws of the State of Georgia and the laws of the State of New Jersey. MMI shall be the Surviving Corporation.

2. The name which the Surviving Corporation is to have after the merger shall be "Mannington Mills, Inc."

3. The merger shall become effective at 12:00 a.m. on April 1, 2005 (the "Effective Time").

4. Prior to the Effective Time, MMI and MCI shall take all such actions as shall be necessary or appropriate in order to effect the merger.

5. The Articles of Incorporation and Bylaws of MMI, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. The issued and outstanding capital stock of MCI, all of which is now owned by MMI, shall be cancelled as of the Effective Time.

7. MMI and MCI shall execute and cause to be filed among the corporation records of the State of New Jersey and the State of Georgia, Articles of Merger giving effect to the merger as of the Effective Time.

FIFTH: The plan of merger was approved by the Board of Directors of the Parent Corporation on December 3, 2004.

SIXTH: The number of outstanding shares of each class and series of the Subsidiary is 10,000 shares of Class A common stock, without par value, and 500 shares of Class B common stock, without par value. All of the issued and outstanding shares of the Subsidiary are owned by the Parent Corporation.

SEVENTH: Approval of the stockholders of the Parent Corporation is not required under Section 14A:10-5.1 of the New Jersey Business Corporation Act.


EIGHTH: The merger shall become effective at 12:00 a.m. on April 1, 2005.

NINTH: The undersigned President of the Parent Corporation acknowledges this Certificate of Merger to be the corporate act of the Parent Corporation, and further, as to all matters or facts required to be verified under oath, each President acknowledges that to the best of that President's knowledge, information and belief, these matters and facts relating to the corporation on whose behalf that President has signed are true in all material respects and that this statement is made under the penalties for perjury.


IN WITNESS WHEREOF, this Certificate of Merger have been duly executed by the parties this 23rd day of March, 2005.

ATTEST

MANNINGTON MILLS, INC.



Francis J. Norris Secretary

By: 

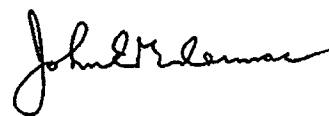
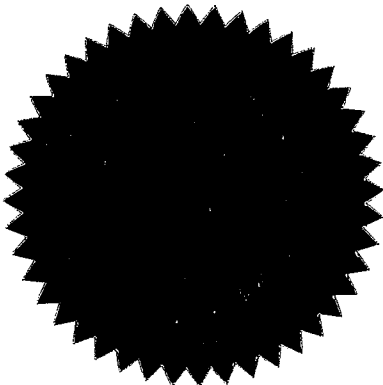
Thomas S. Davis, President

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

MANNINGTON MILLS INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
March 28, 2005
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
29th day of March, 2005*

A handwritten signature in black ink, appearing to read "John E. McCormac", is written in a cursive style.

*John E McCormac, CPA
State Treasurer*