



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Regal Rugs, Inc.

2-24-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Indiana Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Springs Industries, Inc.

Internal

Address:

Street Address: 205 North White Street

City: Fort Mill State: SC Zip: 29715

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State South Carolina Other

if assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/20/2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached Exhibit B

B. Trademark Registration No.(s)

See attached Exhibit A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Martha Gayle Barber

Internal Address: Alston & Bird LLP

Street Address: 101 South Tryon Street

Suite 4000

City: Charlotte State: NC Zip: 282804000

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41): \$ 290.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. 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.

Martha Gayle Barber Name of Person Signing

Handwritten signature: Martha Gayle Barber

2-13-03 Date

Total number of pages including cover sheet, attachments, and document: 11

02/26/2003 6TON11 00000118 1283468

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 40.00 OP 02 FC:8522 250.00 OP

EXHIBIT A
REGISTERED TRADEMARKS

Trademark: JULIET
Registration No.: 1,283,468
Registration Date: 6/26/1984

Trademark: ORIGINALE
Registration No.: 1,319,552
Registration Date: 2/12/1985

Trademark: REGAL
Registration No.: 2,598,704
Registration Date: 7/23/2002

Trademark: REGAL
Registration No.: 841,689
Registration Date: 1/02/1968

Trademark: REGAL
Registration No.: 829,162
Registration Date: 5/23/1967

Trademark: REGAL DESIGN STUDIO
Registration No.: 1,374,004
Registration Date: 12/3/1985

Trademark: REGAL PARK
Registration No.: 1,403,199
Registration Date: 7/29/1986

Trademark: ROSEBUD
Registration No.: 969,235
Registration Date: 9/25/1973

Trademark: RUGS IN THE RIGHT SIZES, IN THE RIGHT COLORS,
RIGHT NOW!
Registration No.: 2,361,484
Registration Date: 6/27/2000

Trademark: ULTRADYNE
Registration No.: 1,504,885
Registration Date: 9/20/1988

**EXHIBIT B
PENDING TRADEMARKS**

Trademark: REGAL DESIGN STUDIO
Serial No.: 75/641,077
Filing Date: 2/16/1999

State of Indiana
Office of the Secretary of State

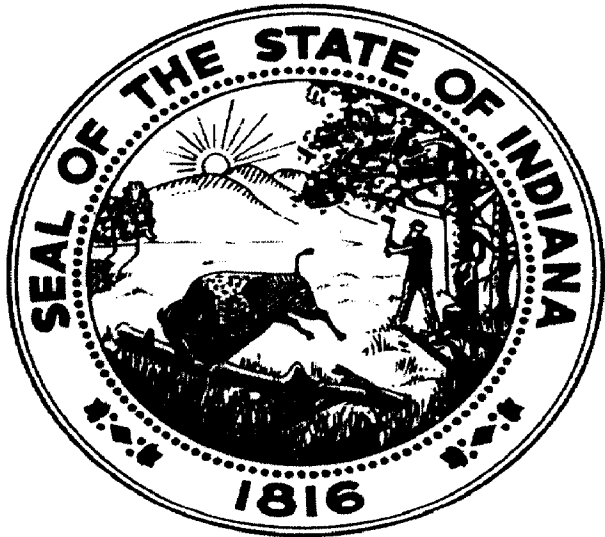
CERTIFICATE OF MERGER
of
SPRINGS INDUSTRIES INC

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Certificate of Merger of the above South carolina For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

REGAL RUGS INC
a(n) For-Profit Domestic Corporation
merged with and into the surviving entity:
SPRINGS INDUSTRIES INC

NOW, THEREFORE, with this document I certify that said transaction will become effective Saturday, December 28, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 23, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

198302-265 / 2002122696575

TRADEMARK
REEL: 002678 FRAME: 0989

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

**ARTICLES OF MERGER
OF
REGAL RUGS, INC.
INTO
SPRINGS INDUSTRIES, INC.**

In accordance with the requirements of the Indiana Business Corporation Law (hereinafter, the "Act"), the undersigned corporations, desiring to effect a merger, effective 11:59 p.m. E.S.T. on December 28, 2002, sets forth the following facts:

**ARTICLE I
Surviving Corporation**

The name of the corporation surviving the merger (the "Surviving Corporation") is SPRINGS INDUSTRIES, INC., and such name has not been changed as a result of the merger. The Surviving Corporation is a South Carolina corporation that qualified to do business in Indiana on February 9, 1983. The Surviving Corporation is the parent corporation under Indiana Code 23-1-40-5 and owns 100% of the outstanding shares of the Merging Corporation.

**ARTICLE II
Merging Corporation**

The name of the corporation merging into the Surviving Corporation is REGAL RUGS, INC. (the "Merging Corporation"). The Merging Corporation is a domestic corporation incorporated April 3, 1972 and is the wholly-owned subsidiary of the Surviving Corporation.

**ARTICLE III
Plan of Merger**

The Plan of Merger, containing the information required by Indiana Code 23-1-40-4(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

**ARTICLE IV
Manner of Adoption and Vote**

Because the Surviving Corporation is a parent corporation owning 100% of the Merging Corporation, the only action required for the merger is the approval of the Board of Directors of the Surviving Corporation. The Board of Directors of the Surviving Corporation at a meeting held on December 20, 2002, which was duly called and at which a quorum was present, adopted the Plan of Merger and directed that Articles of Merger be filed in the States of South Carolina and Indiana. No approval of the Board of the Merging Corporation or of the Shareholders of either corporation was required. The manner of the adoption of the Plan of Merger, and the vote by which it was adopted and approved, constitute full legal compliance with the provisions of the Act and the Articles of Incorporation and Code of By-Laws of the above-named corporations.

IN WITNESS WHEREOF, the Surviving Corporation has caused these Articles of Merger to be signed and executed by a duly authorized officer who verifies, subject to penalties of perjury, that the statements contained herein are true, this 20th day of December, 2002.

SPRINGS INDUSTRIES, INC.

By 
C. Powers Dorsett, Senior Vice President

PLAN OF MERGER
BY WHICH
REGAL RUGS, INC.
SHALL MERGE WITH AND INTO
SPRINGS INDUSTRIES, INC.

1. Background. SPRINGS INDUSTRIES, INC., a South Carolina corporation ("Springs") owns 100% of the issued and outstanding shares of REGAL RUGS, INC., an Indiana corporation ("Regal"). This Plan of Merger is adopted pursuant to Indiana Code §23-1-40-4 and South Carolina Business Corporation Code ("S.C.B.C.C.") §33-11-104.

2. The Merger and the Surviving Corporation. At the Merger Effective Time (as defined below), Regal shall be merged with and into Springs, which shall be the surviving corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of South Carolina under the name of "Springs Industries, Inc.," and the Merger shall otherwise have the effect provided under the laws of the States of South Carolina and Indiana.

3. Articles of Merger. Pursuant to S.C.B.C.C. §33-11-105 and Indiana Code §23-1-40-5, Springs shall execute and file articles of merger with the Secretary of State of the State of South Carolina and articles of merger with the Secretary of State of the State of Indiana.

4. Merger Effective Time. The Merger shall be effective at 11:59 p.m. E.S.T. on December 28, 2002 (the "Merger Effective Time").

5. Manner and Basis of Converting Stock. At the Merger Effective Time, each of the shares of stock of Regal that are issued and outstanding immediately prior to the Merger Effective Time, including any shares which are then held in Regal's Treasury, shall, by virtue of the Merger and without any further action on the part of any Regal shareholder, be extinguished and cancelled, and no Springs shares shall be issued in respect of such Regal shares.

6. Articles of Incorporation. The articles of incorporation of Springs, as in effect immediately prior to the Merger Effective Time, shall continue to be Springs' articles of incorporation at and after the Merger Effective Time until amended in accordance with applicable law.

7. Bylaws. The bylaws of Springs, as in effect immediately prior to the Merger Effective Time, shall continue to be Springs' bylaws at and after the Merger Effective Time until amended in accordance with applicable law.

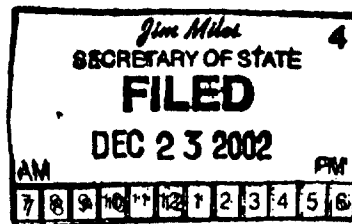
8. Directors and Officers. The persons who are the directors and officers of Springs immediately prior to the Merger Effective Time shall continue to be Springs' directors and officers at and after the Merger Effective Time until changed in accordance with Springs' bylaws and applicable law.

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE

DEC 23 2002

STATE OF SOUTH CAROLINA SECRETARY OF STATE

ARTICLES OF MERGER OR SHARE EXCHANGE



SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

- 1. The name of the surviving or acquiring corporation is Springs Industries, Inc.
2. Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange...
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation Regal Rugs, Inc. Complete either (1) or (2), whichever is applicable:

- (1) [X] Shareholder approval of the merger or stock exchange was not required...
(2) [] The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Table with 5 columns: Voting Group, Number of Outstanding Shares, Number of Votes Entitled to be Cast, Number of Votes Represented at the meeting, Number of Undisputed* Shares For or Against.

*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation: Springs Industries, Inc. Complete either (1) or (2), whichever is applicable:

- (1) [X] Shareholder approval of the merger or stock exchange was not required...
(2) [] The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Table with 5 columns: Voting Group, Number of Outstanding Shares, Number of Votes Entitled to be Cast, Number of Votes Represented at the meeting, Number of Undisputed* Shares For or Against.

Springs Industries, Inc.

Name of Corporation

*NOTE: Pursuant to Section 33-11-105 (a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See Section 33-1-230(b)of the 1976 South Carolina Code of Laws): Effective 11:59 p.m. on December 28, 2002

Date December 20, 2002

Springs Industries, Inc.

Name of the Surviving or Acquiring Corporation

Robert W. Sullivan
Signature and Office

Robert W. Sullivan, Vice President

Type or Print Name and Office

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.

2. Filing fee (payable to the Secretary of State at the time of filing of this document)

Filing Fee	\$ 10.00
Filing Tax	\$100.00
Total	\$110.00

3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State
PO Box 11350
Columbia SC 29211

PLAN OF MERGER
BY WHICH
REGAL RUGS, INC.
SHALL MERGE WITH AND INTO
SPRINGS INDUSTRIES, INC.

1. Background. SPRINGS INDUSTRIES, INC., a South Carolina corporation ("Springs") owns 100% of the issued and outstanding shares of REGAL RUGS, INC., an Indiana corporation ("Regal"). This Plan of Merger is adopted pursuant to Indiana Code §23-1-40-4 and South Carolina Business Corporation Code ("S.C.B.C.C.") §33-11-104.

2. The Merger and the Surviving Corporation. At the Merger Effective Time (as defined below), Regal shall be merged with and into Springs, which shall be the surviving corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of South Carolina under the name of "Springs Industries, Inc.," and the Merger shall otherwise have the effect provided under the laws of the States of South Carolina and Indiana.

3. Articles of Merger. Pursuant to S.C.B.C.C. §33-11-105 and Indiana Code §23-1-40-5, Springs shall execute and file articles of merger with the Secretary of State of the State of South Carolina and articles of merger with the Secretary of State of the State of Indiana.

4. Merger Effective Time. The Merger shall be effective at 11:59 p.m. E.S.T. on December 28, 2002 (the "Merger Effective Time").

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6. Articles of Incorporation. The articles of incorporation of Springs, as in effect immediately prior to the Merger Effective Time, shall continue to be Springs' articles of incorporation at and after the Merger Effective Time until amended in accordance with applicable law.

7. Bylaws. The bylaws of Springs, as in effect immediately prior to the Merger Effective Time, shall continue to be Springs' bylaws at and after the Merger Effective Time until amended in accordance with applicable law.

8. Directors and Officers. The persons who are the directors and officers of Springs immediately prior to the Merger Effective Time shall continue to be Springs' directors and officers at and after the Merger Effective Time until changed in accordance with Springs' bylaws and applicable law.

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