

07-31-1998

U.S. Patent & TMO/c/TM Mail Rcpt. Dt. #51  
07-17-1998



100782262

t No.: COL 0 014

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : Things Remembered, Inc.  
5340 Avion Park Drive  
Highland Heights, Ohio 44143

Registration No. : 1,555,109  
Registered : September 5, 1989  
Mark : KEYS EXPRESS AMERICA'S KEY EXPERT

Registration No. : 1,570,447  
Registered : December 5, 1989  
Mark : SATISFACTION GUARAN-KEY

Registration No. : 1,574,053  
Registered : December 26, 1989  
Mark : WHERE AMERICA SHOPS FOR KEYS

Registration No. : 1,611,018  
Registered : August 28, 1990  
Mark : RUBBER GRIP

Registration No. : 2,119,030  
Registered : December 9, 1997  
Mark : PERSONALLY YOURS (& Design)

Assistant Commissioner For Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

Attention: Assignment Branch

ASSIGNMENT TRANSMITTAL LETTER

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Cole Gift Centers, Inc.  
5340 Avion Park Drive  
Highland Heights, Ohio 44143

07/30/1998 TTOM11 00000004 1555109

01 FC:481  
02 FC:482

40.00 DP  
100.00 DP

- 1 -

TRADEMARK  
REEL: 1766 FRAME: 0490

Entity:

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

2. Name and Address of Party(ies) receiving an interest:

Things Remembered, Inc.

(Name)

5340 Avion Park Drive

(Address)

Highland Heights

(City)

Ohio

(State)

44143

(Zip Code)

Entity:

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

Citizenship U.S.A.

If not domiciled in the United States, a domestic representative designation is attached:

Yes

No

(The attached document must not be an assignment.)

3. Nature of conveyance:

Assignment  Change of Name

Security Agreement  Merger

Other \_\_\_\_\_

Execution Date: February 2, 1998

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

A. Trademark Appl. No.(s)      B. Trademark Reg. No.(s)

_____	<u>1,555,109</u>
	<u>1,570,447</u>
	<u>1,574,053</u>
	<u>1,611,018</u>
	<u>2,119,030</u>

Additional sheet attached?       Yes       No

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

Richard J. Minnich, Esq.  
FAY, SHARPE, BEALL, FAGAN, MINNICH & McKEE  
1100 Superior Avenue; Seventh Floor  
Cleveland, Ohio 44114-2518

6. Number of applications and registrations involved: -5-

7. Total Fee (37 C.F.R. 3.41)      \$140.00  
    (\$40.00 first document;  
    \$25.00 each additional mark)

Enclosed  
 Authorized to be charged to Deposit Account

8. Deposit Account Number: 06-0308

\*\* (Attach duplicate copy of this form if paying by Deposit Account)

DO NOT USE THIS SPACE

9. 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.

Date 7/15/98 Richard J. Minnich  
Richard J. Minnich  
Reg. No. 24,175

10. -7- Total number of pages including cover sheet, attachments, and document.

CERTIFICATE OF MAILING

I hereby certify that this Assignment Transmittal Letter is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner For Patents, Washington, D.C. 20231, on July 15, 1998.

Sally A. Wohlford  
Sally A. Wohlford

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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:

"COLE GIFT CENTERS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "THINGS REMEMBERED, INC." UNDER THE NAME OF "THINGS REMEMBERED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND 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.



2104987 8100M

981041742

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 8898782

TRADEMARK  
DATE: 02-03-98  
REEL: 1766 FRAME: 0494

CERTIFICATE OF OWNERSHIP AND MERGER

OF

COLE GIFT CENTERS, INC.  
(a Delaware corporation)

INTO

THINGS REMEMBERED, INC.  
(a Delaware corporation)

It is hereby certified that:

1. Things Remembered, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Cole Gift Centers, Inc. ("Cole Gift"), which is also a business corporation of the State of Delaware.
3. On February 1, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge Cole Gift into the Corporation:

RESOLVED, that Cole Gift be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Cole Gift be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as if the same were before held and enjoyed by Cole Gift in its name; and

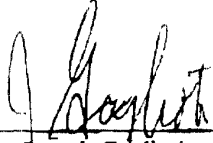
RESOLVED, that the Corporation shall assume all of the obligations of Cole Gift; and

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be February 2, 1998; and

EXECUTED this 1st day of February, 1998.

THINGS REMEMBERED, INC.

By:   
Name: Joseph Gaglioti  
Title: Treasurer