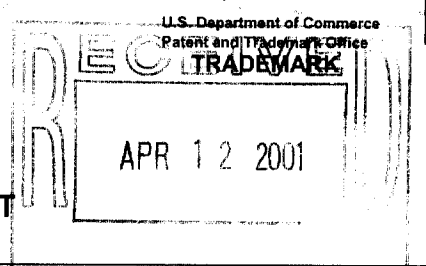


04-24-2001



101684347

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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 #

MR 4.12.01

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name S & L Unlimited, Inc.

Execution Date
Month Day Year
03302001

Formerly

75764000

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization Utah

Receiving Party

Mark if additional names of receiving parties attached

Name Stampin' Up! Inc.

DBA/AK/A/T/A

Composed of

Address (line 1) 9350 South 150 East, Fifth Floor

Address (line 2)

Address (line 3) Sandy

City

UT

State/Country

84070

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization Utah

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.)

44/PAT/2001 TDI:AZT 10000042 75764000

FOR OFFICE USE ONLY

10 50:481 40:10 05
12 50:482 100:10 05

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: 002278 FRAME: 0131

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)

<input type="text" value="75764000"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2084041"/>	<input type="text" value="2093147"/>	<input type="text" value="2363253"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2288253"/>	<input type="text" value="2167398"/>	<input type="text" value="2199979"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2385537"/>	<input type="text" value="2165688"/>	<input type="text" value="2368897"/>

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

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

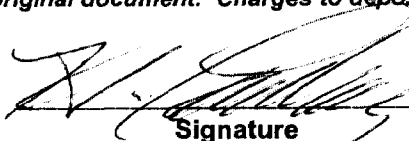
Deposit Account Number: #

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.

K. S. Cornaby
Name of Person Signing


Signature

4/9/2001
Date Signed

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

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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

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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)

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<input type="text"/>	<input type="text"/>	<input type="text"/>

ASSIGNMENT OF U.S. TRADEMARK APPLICATION AND REGISTRATIONS

WHEREAS, S & L Unlimited, Inc., a Utah Corporation, Assignor, having a place of business at 9350 South 150 East, Fifth Floor, Sandy, Utah, 84070, has adopted, used, is using, and is the owner of the following trademark application and trademark registrations granted by the United States Patent and Trademark Office:

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>REGISTRATION NO.</u>
STAMPIN' ONLINE	75/764,000	
DEFINITELY DECORATIVE	2,084,041	
GAMES GALORE	2,093,147	
MAKING LASTING IMPRESSIONS	2,363,253	
OUR STAMP ON AMERICA	2,288,253	
STAMPIN' AROUND	2,167,398	
STAMPIN' BUTTONS	2,199,979	
STAMPIN' DIMENSIONALS	2,385,537	
STAMPIN' EMBOSS	2,165,688	
STAMPIN' FLOCK	2,368,897	
STAMPIN' GLITTER	2,199,980	
STAMPIN' INK	2,202,406	
STAMPIN' INSIGHTS	2,287,866	
STAMPIN' KIDS	2,215,451	
STAMPIN' MEMORIES	2,335,272	
STAMPIN' MEMORIES	2,165,687	
STAMPIN' MIST	2,385,536	
STAMPIN' NEWS	2,118,073	
STAMPIN' PAD	2,200,797	
STAMPIN' PASTELS	2,385,535	
STAMPIN' SPOT	2,199,978	
STAMPIN' UP! and Logo	i,614,382	
STAMPIN' UP!	2,152,494	
STAMPIN' WRITE	2,254,167	
TWO-STEP STAMPIN'	2,192,675	

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STAMPIN' UP!	2,152,494	
STAMPIN' WRITE	2,254,167	
TWO-STEP STAMPIN'	2,192,675	

WHEREAS, Stampin' Up! Inc, a Utah Corporation, Assignee, having a place of business at 9350 South 150 East, Fifth Floor, Sandy, Utah, 84070, is desirous of acquiring all right, title and interest in and to said marks and the registrations thereof.

NOW THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration in hand paid, the receipt of which is hereby acknowledged, S & L Unlimited, Inc., Assignor, by these presents does sell, assign, and transfer unto the said Stampin' Up! Inc., Assignee, all the right, title, and interest of S & L Unlimited, Inc., Assignor, in and to the said marks and registrations thereof, together with the goodwill of the business symbolized by said marks and the above-identified certificates for registration of said marks.

EXECUTED this 30 day of March, 2001.

S & L UNLIMITED, INC.

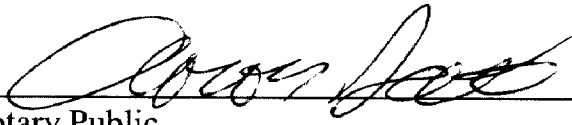
By 

Richard E. Fankhauser
Vice President and CFO

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 30 day of March, 2001, before me personally came Richard E. Fankhauser, to me known, who being by me duly sworn did depose and say that he is Vice President and CFO of S & L Unlimited, Inc., the corporation described in and which executed the foregoing assignment, that he is authorized to execute this assignment on behalf of said corporation, and that he signed his name thereto by like authority.

Subscribed and sworn to before me this 30 day of March, 2001.



Notary Public

My Commission Expires:

11-8-04

