

02-01-2002

R SHEET
LY

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings → → ▾ ▾ ▾



101967378

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

1. Name of conveying party(ies):

5931, Inc.

1.19.02

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

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

2. Name and address of receiving party(ies):

Name: Michaels Stores, Inc.

Internal Address:

Street Address: 5931 Campus Drive

City: Irving State: TX ZIP: 750763

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 2001

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

A. Trademark Application No.(s)

76/242,188 75/929,827 75/929,826 75/929,825

B. Trademark Registration No.(s)

2,408,397 2,408,396 2,433,148 2,428,568

Additional numbers attached? Yes No

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

Name: Betty E. Ungerman

Internal Address: Jones Day Reavis & Pogue

P.O. Address: P. O. Box 660623

City: Dallas State: TX ZIP: 75266-0623

6. Total Number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41).....\$720.00

- Enclosed
- Authorized to be charged to deposit account
- Any deficiencies or overpayments are authorized to be charged or credited to the deposit account

8. Deposit account number:

50-0566

(Attach duplicate copy of this page if paying by deposit account)

01/31/2002 6TON11 00000279 76242188

01 FC:481 40.00 OP
02 FC:482 675.00 OP

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.

Michelle McMullen
Name of Person Signing

Michelle McMullen

January 19, 2002

Signature

Date

Total number of pages including cover sheet, attachments and document: 8

Repln. Ref: 01/31/2002 6TON11 0011235600
DAF:300366 Name/Number:76242188
FC: 704 \$5.00 CR

CERTIFICATE UNDER 37 CFR 1.10 BY "EXPRESS MAIL"

I hereby certify that this cover sheet, attachments, document, and fee are being deposited with United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated below and are addressed to the Commissioner of Patents and Trademarks, Box Assignment, Washington, D. C. 20231

Michelle McMullen

Signature

Michelle McMullen

(type or print name of person certifying)

Express Mail Label No. EL415079776US
Date of Deposit: January 19, 2002
DL: 1220771v1

TRADEMARK
REEL: 002434 FRAME: 0632

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

A. Trademark Application No.(s)

76/243,913 76/243,912 76/242,189 76/157,577

76/343,639 75/906,748

B. Trademark Registration No.(s)

1,222,952 1,697,669 1,802,039 1,311,589

1,699,119 1,759,792 2,486,259 2,232,360

1,614,413 2,007,774 2,029,624 2,029,625

2,307,155 2,428,568

Additional numbers attached? Yes No

Delaware

PAGE 1

The First State

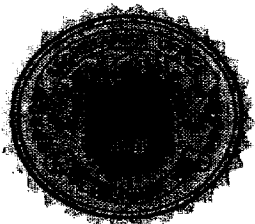
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"5931, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MICHAELS STORES, INC." UNDER THE NAME OF "MICHAELS STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

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



2021624 8100M

010677427

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1539487

DATE: 01-04-02

TRADEMARK
REEL: 002434 FRAME: 0634

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
5931, INC.
INTO
MICHAELS STORES, INC.**

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

Michaels Stores, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent"), does hereby certify that:

FIRST: Parent is incorporated pursuant to the General Corporation Law of the State of Delaware and will be the surviving corporation in the merger.

SECOND: Parent owns all of the outstanding shares of the common stock of 5931, Inc., a Delaware corporation ("Subsidiary").

THIRD: The Board of Directors of Parent, pursuant to the following resolutions duly adopted on December 4, 2001, has approved the merger of Subsidiary into Parent on the conditions set forth in such resolutions:

RESOLVED, that the Corporation enter into an agreement of merger ("Merger Agreement") with 5931, Inc., its wholly owned subsidiary, whereby 5931, Inc. will merge with and into the Corporation ("Merger"), and as a result of the merger, the Corporation will assume all of the liabilities and obligations of 5931, Inc. following the effective date of the merger; and further

RESOLVED, that any authorized officer of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver the Merger Agreement in the name and on behalf of the Corporation, and to cause the obligations and transactions contemplated therein to be completed; and further

RESOLVED, that any authorized officer of the Corporation be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation, to execute, deliver, file and acknowledge a Certificate of Ownership and Merger, which will include a copy of these resolutions and the date of the adoption of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and to take all other actions as may be necessary in order to cause the filing to become effective.

FOURTH: This Certificate of Ownership and Merger shall be effective at 11:59 p.m. on December 31, 2001.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:01 AM 12/31/2001
010677427 - 2021624

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed on this 31st day of December 2001.

MICHAELS STORES, INC.

By: 
Bryan M. DeCordova, Executive Vice
President — Chief Financial Officer

A. Registered U.S. Trademarks

Mark	Class	Reg. No.	Registrant	Next Renewal Fee Due/ Deadline
Artistree Art Frame & Design (and Tree Design)(Vertical)	Cl. 16, 20	2,408,397	5931 Business Trust	11/28/2005- 11/28/2006
Artistree Art Frame & Design (and Tree Design)(Horizontal)	Cl. 16, 20	2,408,396	5931 Business Trust	11/28/2005- 11/28/2006
Carolina Art & Frame	Cl. 20	2,433,148	5931 Business Trust	03/06/2006- 03/06/2007
Kids Club Summer Camp	Cl. 41	2,428,568	5931 Business Trust	02/13/2006- 12/13/2007
Michaels	Cl. 42	1,222,952	5931 Business Trust	01/04/2003
Michaels	Cl. 20	1,697,669	5931 Business Trust	06/30/2002
Michaels	Cl. 16	1,802,039	5931 Business Trust	11/02/2005
Michaels (Stylized)	Cl. 42	1,311,589	5931 Business Trust	12/25/2004
Michaels (Stylized)	Cl. 20	1,699,119	5931 Business Trust	07/07/2002
Michaels (Stylized)	Cl. 16	1,759,792	5931 Business Trust	03/23/2003
Michaels.com	Cl. 35	2,486,259	5931 Business Trust	09/04/2006- 09/04/2007
Michaels The Arts and Crafts Store	Cl. 35, 40	2,232,360	5931 Business Trust	03/16/2004 - 03/16/2005
Moskatel's	Cl. 42	1,614,413	Michaels Stores, Inc.	09/18/2010
DESIGN ONLY (featuring a boy, a girl and a dog smiling and waving from inside a diamond-shaped window)	Cl. 41	2,007,774	5931 Business Trust	Registration will lapse as of 12/15/2002, per client instructions
Kids Club	Cl. 41	2,029,624	5931 Business Trust	01/14/2002- 01/14/2003

Kids Club (Stylized)	Cl. 41	2,029,625	5931 Business Trust	01/14/2002- 01/14/2003
Kids Club and Design (Vertical)	Cl. 41	2,307,155	5931 Business Trust	01/11/2005- 01/11/2006
Kids Club Summer Camp	Cl. 41	2,428,568	5931 Business Trust	02/13/2006- 012/13/2007

B. Pending U.S. Trademark Applications

Mark	Class	Serial No.	Applicant	Status
Bright Tidings	Cl. 11	76/242,188	5931 Business Trust	Pending - Filed 04/12/2001
Michaels.com	Cl. 40	75/929,827	5931 Business Trust	Pending - Filed 02/28/2000
Michaels.com	Cl. 20	75/929,826	5931 Business Trust	Pending - Filed 02/28/2000
Michaels.com	Cl. 16	75/929,825	5931 Business Trust	Pending - Filed 02/28/2000
Michaels Manufacturing Group	Cl. 40	76/243,913	5931 Business Trust	Pending - Filed 04/06/2001
MMG	Cl. 40	76/243,912	5931 Business Trust	Pending - Filed 04/06/2001
Sparkling Creations	Cl. 28	76/242,189	5931 Business Trust	Pending - Filed 04/12/2001
Star Decorators Wholesale Warehouse	Cl. 35	76/157,577	5931 Business Trust	Pending - Filed 10/31/2000
Vendor Connect	Cl. 35	76/343,639	5931 Business Trust	Pending - Filed 11/28/2001
Where Originals Originate.	Cl. 42	75/906,748	5931 Business Trust	Pending - Filed 01/31/2000

C. State Trademark Registrations

Mark	Class	State	Reg. No.	Registrant	Next Deadline
Michaels	Cl. 16, 20, 28, 42	Texas	31076	5931 Business Trust	02/17/2004

D. Foreign Trademark Registrations

Mark	Class	Country	Reg. No.	Registrant	Next Deadline
Michaels (Stylized – New Logo)	n/a	Canada	515,320	5931 Business Trust	08/25/2014
Michaels of Canada, Inc. (Stylized)	n/a	Canada	448,805	5931 Business Trust	10/13/2010
Michaels the Arts and Crafts Store	n/a	Canada	539,862	5931 Business Trust	01/17/2016
Michaels the Arts and Crafts Store (Stylized)	n/a	Canada	539,861	5931 Business Trust	01/17/2016

E. Foreign Trademark Applications

Mark	Class	Country	Ser. No.	Applicant	Status
Artistree Art Frame and Design (and Tree Design)(Vertical)	n/a	Canada	1,045,450	5931 Business Trust	Pending - Filed 02/04/2000
Artistree Art Frame and Design (and Tree Design)(Horizontal)	n/a	Canada	1,045,455	5931 Business Trust	Pending - Filed 02/04/2000
Bright Tidings	n/a	Canada	1,104,713	5931 Business Trust	Pending - Filed 05/30/2001
Carolina Art & Frame	n/a	Canada	1,045,451	5931 Business Trust	Pending - Filed 02/04/2000
Kids Club	n/a	Canada	1,104,712	5931 Business Trust	Pending - Filed 05/30/2001

DI-1218568v2

Kids Club and Design	n/a	Canada	1,104,711	5931 Business Trust	Pending - Filed 05/30/2001
Kids Club Spring Break Camp	n/a	Canada	1,045,453	5931 Business Trust	Pending - Filed 02/04/2000
Kids Club Summer Camp	n/a	Canada	1,045,454	5931 Business Trust	Pending - Filed 02/04/2000
Michaels	n/a	Canada	1,105,986	5931 Business Trust	Pending - Filed 06/08/2001
Michaels.com	n/a	Canada	1,045,452	5931 Business Trust	Pending - Filed 02/04/2000
Michaels Manufacturing Group	n/a	Canada	1,104,710	5931 Business Trust	Pending - Filed 05/30/2001
MMG	n/a	Canada	1,104,709	5931 Business Trust	Pending - Filed 05/30/2001
Sparkling Creations	n/a	Canada	1,104,714	5931 Business Trust	Pending - Filed 05/30/2001
Star Decorators' Wholesale Warehouse	n/a	Canada	1,104,715	5931 Business Trust	Pending - Filed 05/30/2001
Where Originals Originate	n/a	Canada	1,104,716	5931 Business Trust	Pending - Filed 05/30/2001

DI-1218568V2