

3/19/04

03-23-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Recollections Keepsake Holdings, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other record to correct assignee's address on 0387/2803/

Execution Date: 02/08/2004

2. Name and address of receiving party(ies)

Name: Michaels Stores Procurement Company, Inc.

Internal Address:

Street Address: 2302 113th Street

City: Grand Prairie State: TX Zip: 75050

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2179582

Additional number(s) attached Yes No

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

Name: Dana C. Jewell/Fulbright & Jaworski L.L.P.

Internal Address:

Street Address: 2200 Ross Avenue, Suite 2800

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Dana C. Jewell Name of Person Signing

Dana C. Jewell Signature

March 16, 2004 Date

Total number of pages including cover sheet, attachments, and document: 6

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

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TRADEMARK REEL: 002933 FRAME: 0479

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Recollections Keepsake Holdings, Inc.		02/08/2004	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Michaels Stores Procurement Company, Inc.
Street Address:	8000 Bent Branch Drive
City:	Irving
State/Country:	TEXAS
Postal Code:	75063
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2179582	RECOLLECTIONS

CORRESPONDENCE DATA

Fax Number: (214)855-8200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-855-8154
Email: DOTrademark@fulbright.com
Correspondent Name: Dana Jewell/Fulbright & Jaworski L.L.P.

TRADEMARK ASSIGNMENT

WHEREAS **Recollections Keepsake Holdings, Inc. ("Recollections Keepsake Holdings")**, a New York corporation, is the record owner of the trademark **RECOLLECTIONS** covered by U.S. Trademark Registration No. 2,179,582; and

WHEREAS **Navarre Holdings, Inc. ("Navarre Holdings")**, a Delaware corporation, and **Navarre Media, Inc. ("Navarre Media")**, a Delaware corporation, are or were associated with Navarre and may have an interest in the trademark **RECOLLECTIONS** or U.S. Trademark Registration no. 2,179,582; and

WHEREAS, **Michaels Stores Procurement Company, Inc.**, a Delaware corporation, is desirous of acquiring the rights to said trademark **RECOLLECTIONS**;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of the date signed below, but in no event later than February 28, 2004 ("Effective Date"), the said **Recollections Keepsake Holdings, Navarre Holdings, Inc, and Navarre Media, Inc.** hereby assign and transfer to **Michaels Stores Procurement Company, Inc.** all right, title, and interest in and to the trademark **RECOLLECTIONS** and the U.S. Registration No. 2,179,582 therefor, together with the goodwill associated with said trademark, and the right to recover for past infringement of the said trademark.

IN WITNESS WHEREOF, **Recollections Keepsake Holdings, Navarre Holdings, Inc., and Navarre Media, Inc.** have caused this assignment to be executed under the hands of its duly authorized officers on the date indicated below.

RECOLLECTIONS KEEPSAKE HOLDINGS, INC.

By: *Carl Navarre*
Printed: Carl Navarre
Title: CEO
Date: 2/8/2004

NAVARRE HOLDINGS, INC.

By: *Carl Navarre*
Printed: Carl Navarre
Title: CEO
Date: 2/8/2004

NAVARRE MEDIA, INC.

By: *Carl Navarre*
Printed: Carl Navarre
Title: CEO
Date: 2/8/2004

MICHAELS STORES PROCUREMENT COMPANY, INC.

By: *Jeffrey N. Boyer*
Printed: Jeffrey N. Boyer
Title: Executive Vice President - CFO
Date: 2/24/04