

03-24-2006



3/13/06

RECORDA  
TRAC

103204088

RE

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**  
Family Dollar Marketing, Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation- State: North Carolina  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
Additional names, addresses, or citizenship attached?  No

Family Dollar Stores of  
Name: Michigan, Inc.

Internal Address: \_\_\_\_\_  
Street Address: 10401 Old Monroe Road  
City: Matthews  
State: NC  
Country: USA Zip: 28105

Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship Michigan  
 Other \_\_\_\_\_      Citizenship \_\_\_\_\_

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)

**3. Nature of conveyance /Execution Date(s) :**

Execution Date(s) January 1, 2002

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
See attached list

B. Trademark Registration No.(s)  
See attached list

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Francis M. Pinckney

Internal Address: Kennedy Covington Lobdell & Hickman, LLP

Street Address: 214 North Tryon Street  
Hearst Tower, 47th Floor

City: Charlotte

State: North Carolina Zip: 28202

Phone Number: (704) 331-5791

Fax Number: (704) 353-3691

Email Address: fpinckney@kennedycovington.com

**6. Total number of applications and registrations involved:** 16

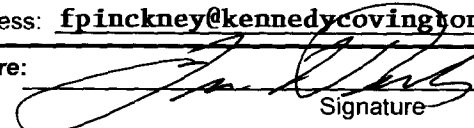
**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 415.00**

Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

a. Credit Card      Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 18-1215  
Authorized User Name \_\_\_\_\_

**9. Signature:**  \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

Francis M. Pinckney  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**Trademark Registrations/Applications  
For Recordation**

<b>Application/Registration No.</b>	<b>Filing/Issue Date</b>	<b>Mark</b>
Appl. No. 76/246,567	Filed 4/25/2001	ZOEY & BETH
Appl. No. 76/346,124	Filed 12/6/2001	FAMILY PANTRY
Appl. No. 75/516,184	Filed 7/9/1998	GIRL TRIBE
Reg. No. 2,448,296	Issued 5/1/2001	DISTINCTLY BASICS
Reg. No. 2,483,186	Issued 8/28/2001	PROUDLY PLUS
Reg. No. 2,525,048	Issued 1/1/2002	TAD LITTLE
Reg. No. 1,477,823	Issued 2/23/1988	GAUCHOS
Reg. No. 2,304,784	Issued 12/28/1999	LITTLE LINDSEY
Reg. No. 2,386,264	Issued 9/12/2000	FAMILY VALUES
Reg. No. 2,464,212	Issued 6/26/2001	KIDGETS
Reg. No. 2,289,606	Issued 10/26/1999	NILE QUEEN
Reg. No. 1,384,406	Issued 2/25/1986	CENTER AISLE
Reg. No. 1,724,849	Issued 10/20/1992	FAMILY DOLLAR
Reg. No. 950,085	Issued 1/2/1973	FAMILY DOLLAR STORES
Reg. No. 1,895,531	Issued 5/23/1995	AMERICAN XT
Reg. No. 1,994,094	Issued 8/13/1996	HIGHLAND OUTFITTERS

310473.01  
LIB: CHARLOTTE2

UZ/14/2006  
700243773

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

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

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

**Family Dollar Marketing, Inc.**

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation- State: North Carolina
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) \_\_\_\_\_

- Assignment                               Merger
- Security Agreement                   Change of Name
- Other \_\_\_\_\_

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

Additional names, addresses, or citizenship attached?  Yes  No

**Family Dollar Stores of Michigan, Inc.**

Internal Address: \_\_\_\_\_

Street Address: 10401 Old Monroe Road

City: Matthews

State: NC

Country: USA

Zip: 28105

- Association    Citizenship \_\_\_\_\_
- General Partnership    Citizenship \_\_\_\_\_
- Limited Partnership    Citizenship \_\_\_\_\_
- Corporation    Citizenship State of Michigan
- Other \_\_\_\_\_    Citizenship \_\_\_\_\_

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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

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See attached list

B. Trademark Registration No.(s)

See attached list

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b. Deposit Account Number 18-1215

Authorized User Name Francis M. Pinckney

**9. Signature:**

Signature

Date

Francis M. Pinckney

Total number of pages including cover sheet, attachments, and document: 7

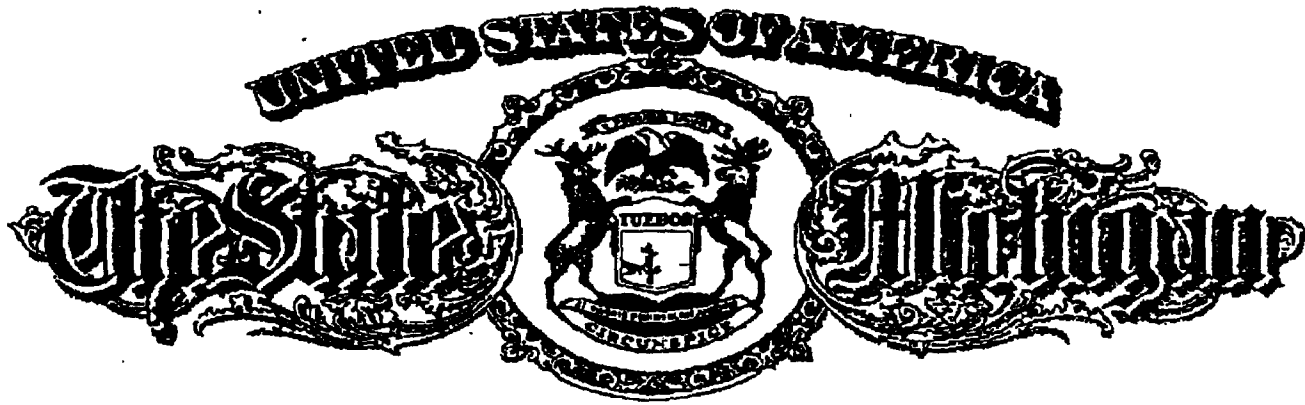
Name of Person Signing

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Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$415.00 181215 75246567

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Appl. No. 76/346,124	Filed 12/6/2001	FAMILY PANTRY
Appl. No. 75/516,184	Filed 7/9/1998	GIRL TRIBE
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Reg. No. 2,483,186	Issued 8/28/2001	PROUDLY PLUS
Reg. No. 2,525,048	Issued 1/1/2002	TAD LITTLE
Reg. No. 1,477,823	Issued 2/23/1988	GAUCHOS
Reg. No. 2,304,784	Issued 12/28/1999	LITTLE LINDSEY
Reg. No. 2,386,264	Issued 9/12/2000	FAMILY VALUES
Reg. No. 2,464,212	Issued 6/26/2001	KIDGETS
Reg. No. 2,289,606	Issued 10/26/1999	NILE QUEEN
Reg. No. 1,384,406	Issued 2/25/1986	CENTER AISLE
Reg. No. 1,724,849	Issued 10/20/1992	FAMILY DOLLAR
Reg. No. 950,085	Issued 1/2/1973	FAMILY DOLLAR STORES
Reg. No. 1,895,531	Issued 5/23/1995	AMERICAN XT
Reg. No. 1,994,094	Issued 8/13/1996	HIGHLAND OUTFITTERS

310473.01  
LIB: CHARLOTTE2



**Michigan Department of Consumer and Industry Services**

**Lansing, Michigan**

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of June, 2002*

*Andrew S. [Signature]*, Director

*Bureau of Commercial Services*

**GOLD SEAL APPEARS ONLY ON ORIGINAL**

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

*This is to Certify that the CERTIFICATE OF MERGER*

*for*

*FAMILY DOLLAR STORES OF MICHIGAN, INC.*

*ID NUMBER: 066156*

*received by facsimile transmission on December 18, 2001 is hereby endorsed*

*Filed on December 19, 2001 by the Administrator.*

*The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.*

*Effective Date: January 1, 2002*



*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of December, 2001.*

*, Director*

*Bureau of Commercial Services*

Sent by Facsimile Transmittal 01-253

**GOLD SEAL APPEARS ONLY ON ORIGINAL**

12-18-2001 12:35 FROM-

T-333 P.002/004 F-357

<b>MICHIGAN DEPARTMENT OF CONSUMER &amp; INDUSTRY SERVICES</b> <b>BUREAU OF COMMERCIAL SERVICES</b>	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 60 days after received date is stated in the document.	
Name	Kimberly A. SAFF
Address	401 South Tryon Street, Suite 3000
City	Charlotte NC Zip Code 28262
EFFECTIVE DATE	TH 01/01/02
Expiration date	or new assumed name: December 31
Expiration date	or transferred assumed name: appear in item 6

Document will be returned to the name and address you enter above if left blank documents will be mailed to the registered office.

**CERTIFICATE OF MERGER**  
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies  
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1999 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:	
a. The name of each constituent entity and its identification number is:	
Family Dollar Marketing, Inc.	MI 0359308
Family Dollar Stores of Michigan, Inc.	MI 066156
b. The name of the surviving (new) entity and its identification number is:	
Family Dollar Stores of Michigan, Inc.	MI 066156
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:	
10401 Old Monroe Road, Matthews, North Carolina 28105	
Mailing Address: P.O. Box 1017, Charlotte, North Carol	NC 28201-1017
2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)	
The merger (consolidation) shall be effective on the <u>1st</u> day of <u>January</u> , <u>2002</u> at <u>12:01 a.m.</u>	

12/18/2001 03:00PM

GOLD SEAL APPEARS ONLY ON ORIGINAL

12-18-2001 12:35 FROM-

T-318 P.023/054 F-057

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Family Dollar Marketing, Inc.	50 shares - common	Common	N/A
Family Dollar Stores of Michigan, Inc.	100 shares - common	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: See attached Sides A.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: The Articles of Incorporation of Family Dollar Stores of Michigan, Inc., as in effect immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the surviving corporation.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of \_\_\_\_\_, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of incorporator) (Type or Print Name) (Signature of incorporator) (Type or Print Name)

(Signature of incorporator) (Type or Print Name) (Signature of incorporator) (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Family Dollar Stores of Michigan, Inc.

By: C. M. Santos (Signature of Authorized Officer or Agent) Sr. Vice President - Finance (Type or Print Name) Family Dollar Marketing, Inc. (Name of Corporation)

By: George J. Mahoney Jr. (Signature of Authorized Officer or Agent) Executive Vice President (Type or Print Name) Family Dollar Stores of Michigan, Inc. (Name of Corporation)

12/18/2001 03:00PM

GOLD SEAL APPEARS ONLY ON ORIGINAL



12-18-2001 12:36 FROM-

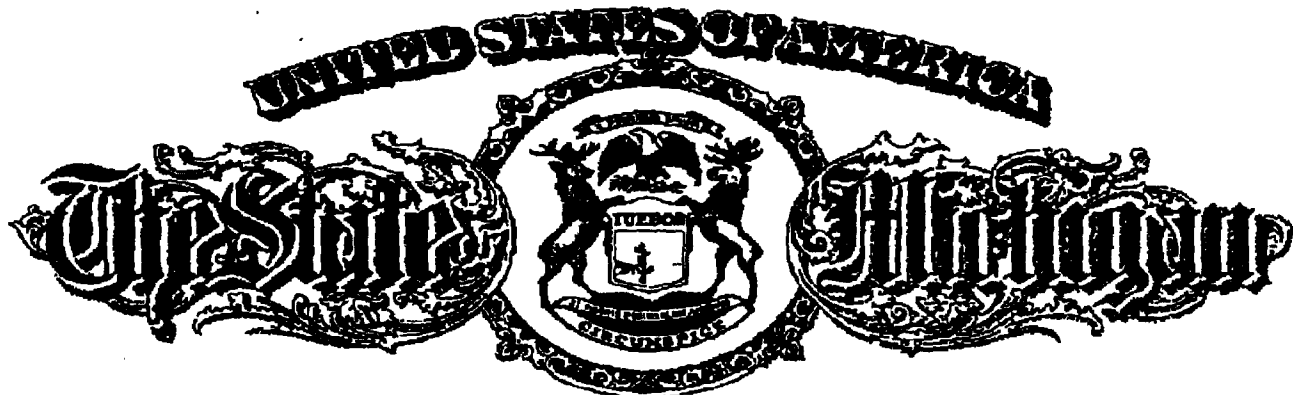
T-333 P.004/004 F-857

**Rider A**

Family Dollar, Inc. has transferred all of the capital stock of Family Dollar Stores of Michigan, Inc. to Family Dollar Services, Inc. Family Dollar Services Inc., a North Carolina corporation, is the sole shareholder of each constituent entity. Each share of capital stock of Family Dollar Marketing, Inc. outstanding immediately prior to the effective date of the merger shall be cancelled without any conversion. Each share of capital stock of Family Dollar Stores of Michigan, Inc. outstanding immediately prior to the effective date of the merger shall not be converted, exchanged or altered in any manner and will remain outstanding as a share of stock of the surviving entity.

12/18/2001 03:00PM

GOLD SEAL APPEARS ONLY ON ORIGINAL



**Michigan Department of Consumer and Industry Services**

**Lansing, Michigan**

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of June, 2002*

*Andrew S. Pfeiffer*, Director  
 Bureau of Commercial Services

**GOLD SEAL APPEARS ONLY ON ORIGINAL**

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

This is to Certify that the **CERTIFICATE OF MERGER**

for

**FAMILY DOLLAR STORES OF MICHIGAN, INC.**

**ID NUMBER: 066256**

received by facsimile transmission on December 18, 2001 is hereby endorsed

Filed on December 19, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: January 1, 2002



Sent by Facsimile Transmitter 01250

GOLD SEAL APPEARS ONLY ON ORIGINAL

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of December, 2001.

, Director

Bureau of Commercial Services

12-18-2001 12:35 FROM-

T-503 P.002/004 F-037

SECRETARY OF STATE

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES**  
**BUREAU OF COMMERCIAL SERVICES**

Date Received: \_\_\_\_\_ (FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 60 days after received date is stated by the document.

Name: **Kimberly A. Satz**

Address: **401 South Tryon Street, Suite 3000**

City: **Charlotte** State: **NC** Zip Code: **28262**

EFFECTIVE DATE: **01/01/02**  
 Expiration date: **by new document expires: December 31,**  
 Expiration date: **by transfer of associated records expires: in next 90**

Document will be returned to the name and address you enter above. If left blank documents will be mailed to the registered office.

**CERTIFICATE OF MERGER**

**Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1989 (limited liability companies) and Act 213, Public Acts of 1992 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

**Family Dollar Marketing, Inc.** NC 0359508

**Family Dollar Stores of Michigan, Inc.** MI 066156

b. The name of the surviving (new) entity and its identification number is:

**Family Dollar Stores of Michigan, Inc.** MI 066156

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

**10401 Old Monroe Road, Matthews, North Carolina 28105**

**Mailing Address: P.O. Box 1017, Charlotte, North Carolina 28207-1017**

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of January 2002 at 12:01 a.m.

12/18/2001 03:00PM

GOLD SEAL APPEARS ONLY ON ORIGINAL

12-18-2001 12:35 FROM-

T-300 P.002/004 F-007

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Family Dollar Marketing, Inc.	50 shares - common	Common	N/A
Family Dollar Stores of Michigan, Inc.	100 shares - common	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: See attached Rider A.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: The Articles of Incorporation of Family Dollar Stores of Michigan, Inc., as in effect immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the surviving corporation.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of incorporator) (Type or Print Name) (Signature of incorporator) (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of the surviving Michigan corporation, without approval of the shareholders in accordance with Section 709a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 709a of the Act.

Family Dollar Stores of Michigan, Inc.

By C. Monte Lawrence Sr. Vice President - Finance  
(Signature of Authorized Officer or Agent) (Type or Print Name)  
Family Dollar Marketing, Inc.  
(Name of Corporation)

By George J. Mahoney Jr. Vice President  
(Signature of Authorized Officer or Agent) (Type or Print Name)  
Family Dollar Stores of Michigan, Inc.  
(Name of Corporation)

12/18/2001 03:00PM

GOLD SEAL APPEARS ONLY ON ORIGINAL

12-18-2001 12:00 FROM-

T-323 P. 904/904 F-857

**Rider A**

Family Dollar, Inc. has transferred all of the capital stock of Family Dollar Stores of Michigan, Inc. to Family Dollar Services, Inc. Family Dollar Services Inc., a North Carolina corporation, is the sole shareholder of each constituent entity. Each share of capital stock of Family Dollar Marketing, Inc. outstanding immediately prior to the effective date of the merger shall be cancelled without any conversion. Each share of capital stock of Family Dollar Stores of Michigan, Inc. outstanding immediately prior to the effective date of the merger shall not be converted, exchanged or altered in any manner and will remain outstanding as a share of stock of the surviving entity.

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