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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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

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Tab settings ⇌ ⇌ ⇌

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

6-22-06

1. Name of conveying party(ies):

Kimco Funding, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of conveyance

- Assignment
- Security Agreement
- Other Release of Security Interest (as reflected by Court Order)
- Merger
- Change of Name

Execution Date: May 25, 2005

2. Name and address of receiving party(ies)

Name: Ames Merchandising Corporation

Internal Address: _____

Street Address: 2418 Main Street

City: Rocky Hill State: CT Zip: 06067

- 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)

2,716,080

1,527,525

JUN 22 2006

Additional number(s) attached Yes No

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

Name: Carl C. Butzer, Esq.

Internal Address: Jackson Walker L.L.P.

Street Address: 901 Main Street, Suite 6000

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0096

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

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.

Carl C. Butzer

Name of Person Signing

Carl Butzer

Signature

6-19-06

Date

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

07/06/2006 DBYRNE 00000036 100096 2716080

01 FC:8521 40.00 DA
02 FC:8522 25.00 DA

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

TRADEMARK
REEL: 003363 FRAME: 0163

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11 Cases
: Nos. 01-42217 through
AMES DEPARTMENT STORES, INC., *et al.*, : 01-42221 (REG)
: Debtors. : (Jointly Administered)
: :
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**ORDER PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AUTHORIZING
SALE OF THE DEBTORS' CRAFTS & MORE
TRADEMARKS TO MICHAELS STORES PROCUREMENT
COMPANY, INC., FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

Upon the motion of Ames Department Stores, Inc., Ames Merchandising Corporation, and the other above -captioned debtors and debtors in possession (collectively, the "Debtors"), by their bankruptcy co-attorneys, Togut, Segal & Segal LLP, dated May 16, 2005 (the "Motion"), for an order, pursuant of section 363 of title 11, United States Code (the "Bankruptcy Code"), approving the sale (the "Sale") by the Debtors of its right, title and interest in the following trademarks: Crafts & More, U.S. Reg. No. 1,527,525 and Crafts & More, U.S. Reg. No. 2,716,080- 8 & 15, and the

goodwill related to such trademarks (the "Purchased Assets") to Michaels Stores Procurement Company, Inc. ("MSPC"), free and clear of all liens, claims, encumbrances, and other interests (collectively, "Liens"), with the Liens to attach to the net proceeds of the Sale; and upon the Order of this Court, dated March 28, 2003 (the "IP Order"), authorizing and approving, *inter alia*, certain procedures to sell Debtors' remaining intellectual property assets (the "IP Assets"), and this Court having jurisdiction with respect to the relief granted herein in accordance with 28 U.S.C. § 1334; and it appearing that notice of the proposed sale having been given by the Debtors in accordance with the IP Order; and it appearing that no other or further notice need be provided; and it appearing that the Debtors' Official Committee of Unsecured Creditors (the "Committee") and Kimco Funding, LLC ("Kimco"), the Debtors' debtor-in-possession lender, have consented to the proposed Sale; and after due deliberation and consideration and sufficient cause appearing therefore;

IT IS HEREBY FOUND AND DETERMINED THAT:

(a) The Court has jurisdiction to consider the relief proposed by the Debtors under the Motion and all related matters pursuant to 28 U.S.C. §§ 1334 and 157 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York, dated December 10, 1984 (Ward, Acting C.J.). Venue of this proceeding in this district is proper pursuant to 28 U.S.C. § 1409. The consideration of the proposed Sale to MSPC constitutes a core proceeding pursuant to 28 U.S.C §§ 157(b)(1)(A), (B), (N), and (O). The statutory predicate for the relief granted by this Order is section 363 of the Bankruptcy Code.

(b) Notice of the Motion and the presentment of this Order has been given in accordance with the IP Order and no other notice need be given.

(c) The sale of the Purchased Assets by the Debtors to MSPC is within the authorization, pursuant to the IP Order and appears to be a reasonable exercise of its business judgment consistent with the basis for the IP Order.

(d) The Debtors are authorized to sell the Purchased Assets to MSPC in accordance with the terms of the Sale.

(e) The Sale was negotiated in good faith between the Debtors and MSPC.

(f) The terms of the Sale are fair and reasonable and reflect the Debtors' prudent business judgment under all of the relevant circumstances.

(g) The sale of the Purchased Assets is in the best interests of the estates and the Debtors' creditors.

(h) Kimco, the Debtors' DIP lender, has consented to the Sale of the Purchased Assets free and clear of its Liens.

(i) The Debtors have satisfied the requirements of section 363(f) of the Bankruptcy Code.

(j) MSPC has acted in "good faith" within the meaning of section 363(m) of the Bankruptcy Code, and is entitled to the protection afforded to good faith purchasers.

(k) All parties in interest required to receive notice of the Sale as prescribed by the IP Order have had an opportunity to object to the relief granted by this Order and there have been no such objections made.

Based upon the foregoing Findings of Fact,

IT IS HEREBY ORDERED that:

1. The Findings of Fact set forth above and Conclusions of Law stated herein shall constitute the Court's Findings of Fact and Conclusions of Law pursuant to Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any Finding of Fact may later be determined to be a Conclusion of Law, it shall be so deemed, and to the extent any Conclusion of Law later shall be determined to be a Finding of Fact, it shall be so deemed.

2. The Debtors be, and they hereby are, authorized pursuant to sections 363(b) and 363(f) of the Bankruptcy Code to sell the Purchased Assets to MSPC in accordance with the terms of the Sale, which is hereby approved in all respects, free and clear of all Liens, with all such Liens to attach to the net proceeds of the Sale with the same force, validity, effect, priority, and enforceability as such Liens had prior to the Sale.

3. The Debtors and MSPC are authorized to take such further actions and/or execute such documents as necessary or appropriate, to consummate the Sale in accordance with the terms of this Order, all without further Order or authorization of this Court, including the Debtors' execution and delivery to MSPC of the Assignments (as defined in the Motion).

4. MSPC is hereby determined to be a good faith purchaser under section 363(m) of the Bankruptcy Code.

5. The Sale and transfer of the Purchased Assets, as authorized hereby, is not subject to avoidance pursuant to section 363(n) of the Bankruptcy Code.

6. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and the stay provided by Bankruptcy Rule 6004(g) is hereby waived.

7. This Order shall be binding upon and inure to the benefit of any successors and assigns of the Debtors and MSPC, including, without limitation, any trustee appointed in the Debtors' chapter 11 cases or any subsequent chapter 7 case.

8. The Court shall retain sole and exclusive jurisdiction over all matters arising from, or related to, this Order, the Sale and the Purchased Assets.

9. The Debtors are authorized to sign such documents and do such things as may be necessary to effectuate the terms of this Order.

Dated: New York, New York
May 25, 2005

S/Robert E. Gerber
ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE