

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/02/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Franklin Franchising, Inc.		04/02/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Franklin Franchising Holdings LLC
Street Address:	7601 Durand Avenue
City:	Racine
State/Country:	WISCONSIN
Postal Code:	53408
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2315564	BEN FRANKLIN CRAFTS
Registration Number:	1590260	BEN FRANKLIN CRAFTS
Registration Number:	1508646	CRAFT STATION
Registration Number:	1436497	MOTIONS
Registration Number:	0846034	
Registration Number:	0715184	BEN FRANKLIN

CORRESPONDENCE DATA

Fax Number: (312)896-6787
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-443-1787
 Email: sfifield@lordbissell.com
 Correspondent Name: Sean C. Fifield
 Address Line 1: 111 S. Wacker Dr.
 Address Line 4: Chicago, ILLINOIS 60606

TRADEMARK

CH \$165.00 2315564

ATTORNEY DOCKET NUMBER:	FRANKLIN 1002473-0002
NAME OF SUBMITTER:	Ingrid J. Scheckel
Signature:	/Ingrid J. Scheckel/
Date:	05/23/2007
Total Attachments: 3 source=FranklinMerger#page1.tif source=FranklinMerger#page2.tif source=FranklinMerger#page3.tif	

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 MERGER, WHICH MERGES:

"FRANKLIN FRANCHISING, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FRANKLIN FRANCHISING HOLDINGS LLC" UNDER THE NAME OF "FRANKLIN FRANCHISING HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 2007, AT 2:17 O'CLOCK P.M.

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



4324340 8100M

070388492

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5561208

DATE: 04-03-07

TRADEMARK
REEL: 003548 FRAME: 0135

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Franklin Franchising Holdings LLC and the name of the corporation being merged into this surviving limited liability company is Franklin Franchising, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is Franklin Franchising Holdings LLC.

FOURTH: The merger is to become effective on the filing date.

FIFTH: The Agreement of Merger is on file at 7601 Durand Avenue, Racine WI 53408, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 2 day of April A.D., 2007.

By: Lorraine Greenberg
Authorized Person

Name: Lorraine Greenberg
Print or Type

Title: Manager