

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
R.E. Michel Company, Inc.		12/28/2012	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	R.E. Michel Company
Street Address:	One R.E. Michel Drive
City:	Glen Burnie
State/Country:	MARYLAND
Postal Code:	21060
Entity Type:	Statutory Trust: MARYLAND

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2732018	CC CONSUMER COMFORT FINANCING
Registration Number:	2899718	E SIZZLE
Registration Number:	3264479	DLPE
Registration Number:	3810083	COUNTER CLUB
Registration Number:	3863910	E-SIZZLE
Registration Number:	0325089	AIRTEMP
Serial Number:	85755635	AIRTEMP
Registration Number:	1363844	M
Registration Number:	1563980	M
Registration Number:	0379722	AIRTEMP

CORRESPONDENCE DATA

Fax Number: 3124635001

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-463-5000
Email: BWPTOTM@bannerwitcoff.com
Correspondent Name: Helen Hill Minsker
Address Line 1: Ten South Wacker Drive, Suite 3000
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	001424.00013
NAME OF SUBMITTER:	Anna L. King
Signature:	/Anna King/
Date:	06/21/2013

Total Attachments: 5

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State of Maryland
**Department of
Assessments and Taxation**



Martin O'Malley
Governor

Robert E. Young
Director

Paul B. Anderson
Administrator

Charter Division

Date: 12/28/2012

MILES & STOCKBRIDGE
R. STEPHEN CARROLL, ESQ.
10 LIGHT ST
BALTIMORE MD 21202-1435

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : R.E. MICHEL COMPANY
DEPARTMENT ID : B14998355
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 12-28-2012
TIME FILED : 12:02 PM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000362004219889
CUSTOMER ID : 0002854730
WORK ORDER NUMBER : 0004071310

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

PRINCIPAL OFFICE: ONE R.E. MICHEL DRIVE
GLEN BURNIE MD 21060
RESIDENT AGENT: R. STEPHEN CARROLL, ESQ.
C/O MILES & STOCKBRIDGE P.C.
10 LIGHT STREET
BALTIMORE MD 21202

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:

SURVIVOR:

(B14998355) R.E. MICHEL COMPANY.

MERGED ENTITIES:

(D00150755) R. E. MICHEL COMPANY, INC.

ARTICLES OF MERGER

BETWEEN

R.E. MICHEL COMPANY, INC.
a Maryland corporation

WITH AND INTO

R.E. MICHEL COMPANY
a Maryland statutory trust

R.E. Michel Company, Inc., a Maryland corporation, and R.E. Michel Company, a Maryland statutory trust, certify as follows:

FIRST: R.E. Michel Company, Inc., a Maryland corporation (the "Merged Entity") and R.E. Michel Company, a Maryland statutory trust (the "Surviving Entity") agree to merge (the "Merger"). The future effective time of the Merger is January 1, 2013 at 12:01 a.m (the "Effective Time").

SECOND: When the Merger becomes effective, the separate existence of the Merged Entity shall cease and the Surviving Entity shall continue in existence under its Certificate of Trust. The name of the successor, the Surviving Entity, is R.E. Michel Company.

THIRD: The Merged Entity was incorporated in Maryland on January 3, 1950 under the Maryland General Corporation Laws. The Surviving Entity was organized in Maryland on December 27, 2012 under the Maryland Statutory Trust Act. The principal office of the Merged Entity is One R.E. Michel Drive, Glen Burnie, Anne Arundel County, Maryland 21060. The principal office of the Surviving Entity is One R.E. Michel Drive, Glen Burnie, Anne Arundel County, Maryland 21060.

FOURTH: The Merged Entity owns real property in Anne Arundel County, State of Maryland. The Surviving Entity does not own any real property in the State of Maryland.

FIFTH: The total number of shares of stock that the Merged Entity has authority to issue is Three Hundred Sixty Four Thousand Six Hundred Eighty Six (364,686) Shares, of which 52,600 shares are Class A Common Stock, without par value, 276,000 shares are Class B Common Stock, without par value, and 36,086 shares are Preferred Stock, par value \$100.00 per share. The aggregate par value of all the shares of all the classes of Stock of the Merged Entity is \$3,608,600.00. There is a single class of beneficial interest in the Surviving Entity constituting 100% of the beneficial interests of the Surviving Entity.

SIXTH: The manner and basis of converting or exchanging issued stock of the Merged Entity and the beneficial interests of the Surviving Entity into other consideration and the treatment of any issued stock or beneficial interests converted or exchanged shall be as follows:

- a) At the Effective Time, each of the issued and outstanding shares of stock of the Merged Entity shall automatically be cancelled and retired and shall cease to exist, and no payment shall be made with respect thereto.
- b) The beneficial interests of the Surviving Entity owned immediately prior to the Merger shall remain issued and outstanding.

SEVENTH: The terms and conditions of the transactions set forth in these Articles of Merger were advised, authorized and approved by the Merged Entity and the Surviving Entity in the manner and by the vote required by their charter and governing instruments, respectively, and the laws of the State of Maryland. The manner of approval by the Merged Entity and the Surviving Entity of the transactions set forth in these Articles of Merger is as follows:

- a) The board of directors and the stockholders of the Merged Entity each adopted a resolution by written consent, each dated on December 28, 2012, approving the Merger pursuant to Section 3-105 of the Maryland General Corporation Law.
- b) The Trustees and Beneficial Owner of the Surviving Entity adopted a resolution by written consent on December 28, 2012, approving the Merger pursuant to Section 12-602 of the Maryland General Corporation Law.

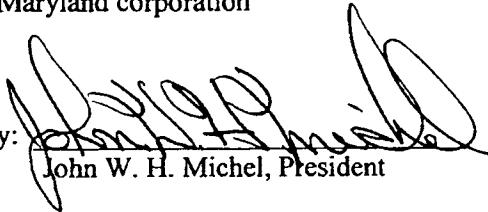
[signature page follows]

IN WITNESS WHEREOF, the Merged Entity and the Surviving Entity have caused these Articles of Merger to be signed in their respective corporate and trust names and on their behalf by their respective authorized persons who acknowledge that these Articles of Merger are the act of the Merged Entity and the Surviving Entity, respectively, and that, to the best of their knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles of Merger are true in all materials respects, as of this 28th day of December, 2012.


WITNESS/ATTEST


Ronald D. Miller, Secretary


R.E. MICHEL COMPANY, INC.,
a Maryland corporation

By: 
John W. H. Michel, President

WITNESS/ATTEST


Ronald D. Miller, Secretary

R.E. MICHEL COMPANY
a Maryland Statutory Trust

By: 
John W. H. Michel, Trustee
and Authorized Person