

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/28/2013

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Dick Blick Interactive, Inc.		12/28/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Dick Blick Holdings, Inc.
<b>Street Address:</b>	1849 Green Bay Road
<b>Internal Address:</b>	Suite 310
<b>City:</b>	Highland Park
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60035
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2726039	BLICK
Registration Number:	3218379	THE ART STORE
Registration Number:	3295373	ARTISTS PICK BLICK
Registration Number:	2837933	THE ART STORE
Registration Number:	1917283	ART GUILD
Registration Number:	3901695	ARTROOM AID
Registration Number:	2129168	DICK BLICK ART MATERIALS
Registration Number:	2129167	
Registration Number:	2558928	BLICK STUDIO
Registration Number:	2616498	MASTERSTROKE

**CORRESPONDENCE DATA**

Fax Number: 3126321780

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

Phone: 312.715.5241

Email: nicole.murray@quarles.com, veronica.brooks@quarles.com

Correspondent Name: Nicole M. Murray at Quarles & Brady LLP

Address Line 1: 300 North LaSalle Street

Address Line 2: Suite 4000

Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	DICK BLICK MERGER RECORDA
NAME OF SUBMITTER:	Nicole M. Murray
Signature:	/Nicole M. Murray/
Date:	01/07/2014

**Total Attachments: 4**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DICK BLICK COMPANY", A DELAWARE CORPORATION,

"DICK BLICK INTERACTIVE, INC.", A DELAWARE CORPORATION,

"DICK BLICK RETAIL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "DICK BLICK HOLDINGS, INC." UNDER THE NAME OF "DICK BLICK HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2013, AT 5:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

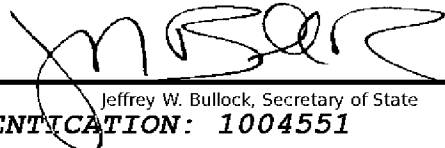
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2680524 8100M

131454627



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1004551

DATE: 12-23-13

TRADEMARK  
REEL: 005188 FRAME: 0786

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**DICK BLICK COMPANY,**  
**DICK BLICK RETAIL, INC.**  
**AND**  
**DICK BLICK INTERACTIVE, INC.**  
**INTO**  
**DICK BLICK HOLDINGS, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Dick Blick Holdings, Inc. (the "Corporation"), a corporation incorporated on November 8, 1996 pursuant to the provisions of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY that:

FIRST: The Corporation owns all of the issued and outstanding stock of each of the following corporations:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>State of Incorporation</u>
Dick Blick Company	December 18, 1996	Delaware
Dick Blick Retail, Inc.	December 18, 1996	Delaware
Dick Blick Interactive, Inc.	December 18, 1996	Delaware

SECOND: The Corporation, by resolutions of its Board of Directors duly adopted at a meeting of the Board of Directors on November 8, 2013, determined to and did merge the above subsidiaries into itself, which resolutions are in the following words to wit:

RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation hereby authorizes and approves the merger of the Corporation's subsidiary, Dick Blick Company, with and into this Corporation effective upon filing the certificate of ownership and merger with the Delaware Secretary of State or upon such other date as the President of this Corporation shall determine; and it is

FURTHER RESOLVED, that the President of this Corporation is hereby authorized and directed to file the appropriate certificate of ownership and merger with the Delaware Secretary of State to effectuate the merger.

RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation hereby authorizes and approves the merger of the Corporation's subsidiary, Dick Blick Retail, Inc., with and into this Corporation effective upon filing the certificate of ownership

and merger with the Delaware Secretary of State or upon such other date as the President of this Corporation shall determine; and it is

FURTHER RESOLVED, that the President of this Corporation is hereby authorized and directed to file the appropriate certificate of ownership and merger with the Delaware Secretary of State to effectuate the merger.

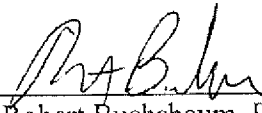
RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation hereby authorizes and approves the merger of the Corporation's subsidiary, Dick Blick Interactive, Inc., with and into this Corporation effective upon filing the certificate of ownership and merger with the Delaware Secretary of State or upon such other date as the President of this Corporation shall determine; and it is

FURTHER RESOLVED, that the President of this Corporation is hereby authorized and directed to file the appropriate certificate of ownership and merger with the Delaware Secretary of State to effectuate the merger.

THIRD: The effective time of the merger referred to herein shall be as of 11:59 p.m. (EST) on December 28, 2013.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed this 18th day of December, 2013.

DICK BLICK HOLDINGS, INC.

By:  \_\_\_\_\_  
Robert Buchsbaum, President