FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

03-15-2001

101636422

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

2.21.01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- [x] New
- [ ] Resubmission (Non-Recordation) Document ID #
- [ ] Correction of PTO Error Reel # Frame #
- [ ] Corrective Document Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- [ ] Change of Name
- [x] Other Release of Trademark Security Agreement

Effective Date Month Day Year

Conveying Party

[ ] Mark if additional names of conveying parties attached

Name: U.S. Bank National Association

Execution Date Month Day Year: 02 2001

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [ ] Corporation [x] Association

[ ] Other

[x] Citizenship/State of Incorporation/Organization: National Banking Association

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: Michaels of Oregon Co.

DBA/AKA/TA:

Composed of:

Address (line 1): 1710 Red Soils Court

Address (line 2):

Address (line 3): Oregon City (City) OR (State/Country) 97045 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[x] Corporation [ ] Association

[ ] Other

[ ] If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. *(Designation must be a separate document from Assignment.)*

[x] Citizenship/State of Incorporation/Organization: Oregon

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (503) 224-5858

Name JONATHON L. GOODLING

Address (line 1) MILLER NASH LLP

Address (line 2) 3500 U.S. BANCORP TOWER

Address (line 3) 111 S.W. FIFTH AVENUE

Address (line 4) PORTLAND, OR 97204-3699

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 4

Trademark Application Number(s) or Registration Number(s)

[X] Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
75459983	75528111	75651770	1165464	874972	1331803
75456704	75534446	75679855	1141729	1137525	893980
75520065	75650029		1330706	1275064	1136550

Number of Properties

Enter the total number of properties involved. # 35

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 890.00

Method of Payment: Enclosed [X] Deposit Account [ ]

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 13-3571

Authorization to charge additional fees: Yes [X] No [ ]

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. Charges to deposit account are authorized, as indicated herein.

JONATHON L. GOODLING		2/21/01
Name of Person Signing	Signature	Date Signed

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☐ Other

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached *(Designation must be a separate document from the Assignment.)*

☐ Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
			1615616	2120971	1667514
			1574754	2168875	1673345
			134375	2185288	1686292
			1336592	2063299	2174085
			1482288	1489242	1704816
			1490105	2219277	1655508

RELEASE AND REASSIGNMENT
(Trademarks and Tradenames)

THIS RELEASE AND REASSIGNMENT ("Release") is made as of February 21, 2001, by **U.S. Bank National Association**, a national banking association ("Lender"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed in the Security Agreements referenced below.

W I T N E S S E T H :

WHEREAS, Lender and **Michaels of Oregon Co.,** an Oregon corporation whose address is 1710 Red Soils Court, Oregon City, Oregon 97045 ("Borrower") are parties to a certain Trademark Security Agreement in United States Trademarks dated June 30, 1999, and a certain Security Agreement dated June 30, 1999 (together, the "Security Agreements"), pursuant to which Borrower has granted a security interest to Lender in and a collateral assignment to Lender of, among other things, the Released Trademarks (as defined below); and

WHEREAS, the Released Trademarks were recorded in the United States Patent and Trademark Office on **September 5, 2000**, in the Assignment Division **at Reel 002144 Frame 0113**; and

WHEREAS, Borrower and its affiliates have satisfied the Secured Obligations in full and Borrower has requested that Lender release its security interest in the Released Trademarks and reassign the same to Borrower;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Lender hereby releases its security interest in all of Borrower's right, title and interest in and to all of the following assets (all of which being hereinafter referred to as the "Released Trademarks"):

> The United States trademarks and trademark applications set forth on attached Schedule I; the goodwill associated therewith; all renewals thereof; all rights to income, royalties, profits, awards, damages or other rights relating thereto, including, without limitation, the right to sue for past, present or future infringement; all licenses and agreements, written or oral, providing for the grant by or to Borrower of any right to use any trademark; and all proceeds thereof.

2. Lender hereby reassigns, grants and conveys to Borrower without any representation, recourse or undertaking by Lender, all of Lender's right, title and interest in and to the Released Trademarks.

IN WITNESS WHEREOF, the Lender has caused this Release and Reassignment to be duly executed as of the date and year first written above.

U.S. BANK NATIONAL ASSOCIATION

By: _____

Title: V.P.

ACKNOWLEDGEMENT

STATE OF OREGON)
: ss.
County of Multnomah)

This Release and Reassignment was acknowledged before me on this ____ day of February, 2001, by _____ as _____ of U.S. Bank National Association.

_____
NOTARY PUBLIC FOR OREGON
My Commission Expires: _____

1215270.1

TRADEMARK
REEL: 002251 FRAME: 0947

SCHEDULE I

INTANGIBLE ASSETS

TRADEMARKS AND TRADEMARK INFORMATION

Mark	Serial No. or Registration No.	Registration or Filing Date
HOT SHOT	1,165,464	8/18/1981
QD	1,141,729	11/25/1980
QD	1,330,706	4/16/1985
UNCLE MIKE'S	874,972	8/19/1969
UNCLE MIKE'S	1,137,525	7/8/1980
UNCLE MIKE'S	1,275,064	4/24/1984
UNCLE MIKE'S	1,331,803	4/23/1985
MICHAELS	893,980	7/7/1970
SLINGER	1,336,550	5/21/1985
SWIVELOCK	1,615,616	10/2/1990
SUPER SWIVEL	1,574,754	1/2/1990
SIDEKICK	1,324,375	3/12/1985
MAKING GOOD GUNS BETTER	1,336,592	5/21/1985
MICHAELS OF OREGON CO. UNCLE MIKE'S and Design	1,482,288	3/29/1988
GUNRUNNER	1,704,816	8/4/1992
MIRAGE	2,219,277	1/19/1999
MIRAGE	2,120,971	12/16/1997
PRO-PAK	2,168,875	6/30/1998

TRADEMARK
REEL: 002251 FRAME: 0948

GUN MATE	2,185,288	9/1/1998
PRO-3	2,063,299	5/20/1997
LIGHTNING LOADER	1,489,242	5/24/1988
QUICK LOADER	1,490,105	5/31/1988
HOT LIPS	1,655,508	9/3/1991
MINI BINO	1,667,514	12/10/1991
BUTLER CREEK	1,673,345	1/28/1992
POLY-PATCH	1,686,292	5/12/1992
GUNMATE	75/456,704	3/26/1998
ULTRA	75/520,065	7/16/1998
MOUNTAINS AND A MAN ON A HORSE Design	75/528,111	7/30/1998
SIDEKICK PROFESSIONAL and Design	75/534,446	8/11/1998
PRO-4	75/650,029	3/1/1999
PRO-5	75/651,770	3/2/1999
HOT LEGS	75/679,855	4/8/1999
SIDEKICK	75/459,983	3/13/1998
WORLD'S FASTEST GUN BORE CLEANER	2,174,085	7/14/1998