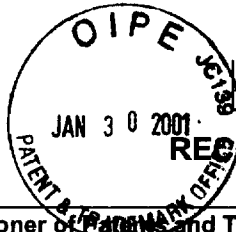


02-06-2001



101605343



REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- 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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

02/06/2001 6TOM11 00000017 1165464

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 350.00 OP

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

TRADEMARK
REEL: 002229 FRAME: 0881

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

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)

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<input type="text" value="1165464"/>	<input type="text" value="1141729"/>	<input type="text" value="1330706"/>
<input type="text" value="874972"/>	<input type="text" value="1137525"/>	<input type="text" value="1275064"/>
<input type="text" value="1331803"/>	<input type="text" value="893980"/>	<input type="text" value="1336550"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

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

Method of Payment: Enclosed Deposit Account

Deposit Account

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

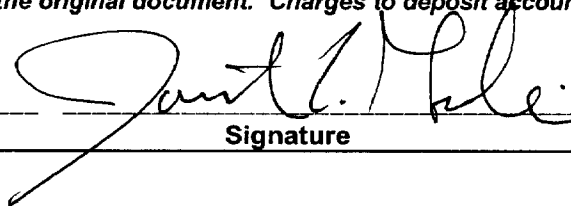
Deposit Account Number: #

Authorization to charge additional fees: Yes 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

 JAN. 29, 2001

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

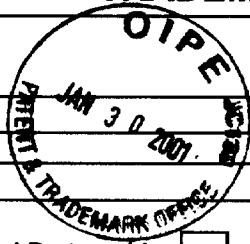
Name

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

Citizenship/State of Incorporation/Organization

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.)

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)

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RELEASE AND REASSIGNMENT
(Trademarks, Tradenames and Service Marks)

THIS RELEASE AND REASSIGNMENT (this "Release") is made as of June __, 1999, by **FIRST SOURCE FINANCIAL LLP**, an Illinois registered limited liability partnership as successor-in-interest to **HOUSEHOLD COMMERCIAL FINANCIAL SERVICES, INC.**, a Delaware corporation ("**Lender**"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed in the Security Agreement referenced below.

WITNESSETH:

WHEREAS, Lender and **MICHAELS OF OREGON CO.**, an Oregon corporation ("**Borrower**") are parties to a certain Trademark Agreement (the "**Security Agreement**"), 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 **November 18, 1993**, in the Trademark Division at **Reel 1066, Frame 0287**; and

WHEREAS, Borrower and its affiliates have satisfied the 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**"):

All foreign and United States (including, without limitation, each individual state thereof) trademarks and trademark registrations, tradenames and tradename registrations and service marks and service mark registrations and applications therefor now or hereafter owned by Borrower, including, without limitation, those listed on Schedule I hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark and trademark registration, tradename and tradename registration, service mark and service mark registration and applications therefor and all continuations and extensions thereof, the right to sue for

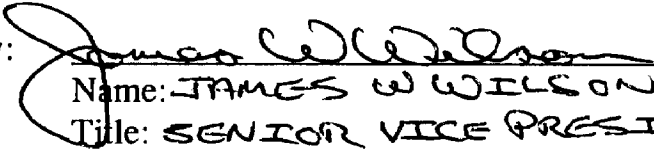
past, present, and future infringements or dilutions thereof or for injury to the goodwill associated therewith, all rights corresponding thereto throughout the world, and all proceeds of the foregoing, including, without limitation, licenses, royalties and proceeds of suit.

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, Lender has caused this Release and Reassignment to be duly executed by its duly authorized officer as of the day and year first above written.

FIRST SOURCE FINANCIAL LLP, an Illinois registered limited liability partnership as successor-in-interest to HOUSEHOLD COMMERCIAL FINANCIAL SERVICES, INC., a Delaware corporation

By: 
Name: JAMES W WILSON
Title: SENIOR VICE PRESIDENT

Item A. TrademarksRegistered Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
U.S.	HOT SHOT	1,165,464	08/18/81
U.S.	QD	1,141,729	11/25/80
U.S.	QD	1,330,706	04/16/85
U.S.	UNCLE MIKE'S	874,972	08/19/69
U.S.	UNCLE MIKE'S	1,137,525	07/08/80
U.S.	UNCLE MIKE'S	1,275,064	04/24/84
U.S.	UNCLE MIKE'S	1,331,803	04/23/85
U.S.	MICHAELS	893,980	07/07/70
U.S.	SLINGER	1,336,550	05/21/85
U.S.	SIDEKICK	1,324,375	03/12/85
U.S.	MAKING GOOD GUNS BETTER	1,336,592	05/21/85
U.S.	MICHAELS OF OREGON CO. UNCLE MIKE'S & Design	1,482,288	03/29/88
U.S.	SUPER SWIVEL	1,574,754	01/02/90
U.S.	SWIVELOCK	1,615,616	10/02/90
U.S.	GUNRUNNER	1,704,816	04/04/92

Pending Trademark Applications

None