



05-27-1998



100719635

U.S. Dept. of Commerce
Patent and Trademark Office

Form PTO 1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

MM9 5-15-98

1. Name of conveying party(ies):
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
WITH AND INTO FGP CORP.
UNDER THE NAME OF
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
 Individual(s) Association
 General Partnership Ltd Partnership
 Corporation-State of Delaware
 Other _____
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
Internal Address: _____
Street Address: 100 East 42nd Street
City: New York State: NY Zip: 10017
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & Address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 1, 1995
(effective on December 31, 1995)

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s)
1,686,241 (SOFTONE PASTELS)
1,686,242 (SOFTONE PASTELS - Stylized)
Additional Numbers Attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Philips Electronics North America Corporation
Internal Address: _____
Street Address: 580 White Plains Road
City: Tarrytown State: NY Zip: 10591

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) ...\$ 65.00
 Enclosed Authorized to Deposit Account
8. Deposit Account Number: 14-1270
(Attach duplicate copy of this page paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and copy is a true copy of the original document.
Brice Faller Brice Faller May 8 1998
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 1729 FRAME: 0917

100719635
MAY 15 1998
01 FEB 01
02 FEB 02

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "FGP CORP." UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2134316 8100M
950311913

AUTHENTICATION: 7772309
DATE: 12-29-95

TRADEMARK
REEL: 1729 FRAME: 0918

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
(A Delaware corporation)

INTO

FGP CORP.
(a Delaware Corporation)

(Under Sections 103 and 253 of the General
Corporation Law of the State of Delaware)

WHEREAS, FGP Corp. has entered into an Agreement and Plan of Liquidation and Merger with Philips Electronics North America Corporation, duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995; now pursuant thereto:

FIRST: FGP Corp., a Delaware corporation, hereby certifies that it is the owner of all of the outstanding shares of capital stock of Philips Electronics North America Corporation.

SECOND: FGP Corp. hereby further certifies that the following resolution was duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995:

RESOLVED, that effective on December 31, 1995 at 5:00 p.m. New York time, with such date and time to be specified as the effective time in the relevant Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware, Philips Electronics North America Corporation shall be merged with and into this Corporation and the name of this Corporation shall be changed to "Philips Electronics North America Corporation."

THIRD: This Certificate of Ownership and Merger shall not be effective until 5:00 p.m., New York time, December 31, 1995.

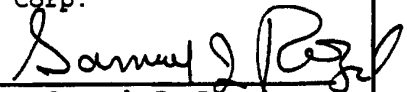
NY12528\38451.3

TRADEMARK
REEL: 1729 FRAME: 0919

IN WITNESS WHEREOF, the undersigned has executed
this certificate of ownership and Merger

Date: December 1, 1995

FGP Corp.

By: 
Name: Samuel J. Rözel
Title: Senior Vice
President

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RECORDED: 05/15/1998

TRADEMARK
REEL: 1729 FRAME: 0920