

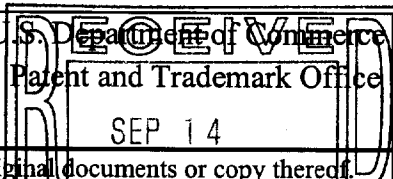
09-21-1998

Form PTO-1594



100833990

COVER SHEET U.S. Department of Commerce
PATENT AND TRADEMARK OFFICE



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

1. Name of conveying party(ies):
Eberhard Faber, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State - DE Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: February 20, 1996

2. Name and address of receiving party(ies):
 Name: Faber-Castell Corporation
 Internal Address:
 Street Address: 2711 Washington Boulevard
 City: Bellwood State: IL Zip: 60104
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State - NJ
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached?
 Yes No

9-14-98

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
 856,016 723,881 1,127,234 672,838
 329,700 509,702

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Rachel S. Jozefacki
 Internal Address: Foley & Lardner

 Street Address: 777 E. Wisconsin Avenue

 City: Milwaukee State: WI Zip: 53202-5367

6. Total number of applications and registrations involved:.....[6]

7. Total fee (37 CFR 3.41):\$ 165.00
 Enclosed
 Authorized to be charged to deposit account any fee deficiencies.

8. Deposit account number: 06-1447

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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01 FC:481 40.00 OP
02 FC:482 125.00 OP

9. 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.

Rachel S. Jozefacki
Name of Person Signing

Rachel S. Jozefacki
Signature

9-9-98
Date

Total Number of pages including cover sheet: [4]

~~01 FC:481 40.00 OP~~
~~02 FC:482 125.00 OP~~

MBB
FILED

FEB 20 1996

CERTIFICATE OF MERGER

of

Eberhard Faber, Inc.

into

Faber-Castell Corporation

LONNA R. BOOKS
Secretary of State

1086935

To the Secretary of State
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is Eberhard Faber, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Faber-Castell Corporation.

3. The number of outstanding shares of the subsidiary corporation is 100, all of which are of one class, and all of which are owned by the parent corporation.

4. The following is the Plan of Merger for merging the subsidiary corporation into the parent corporation as approved by the Board of Directors of the parent corporation on February 8, 1996.

"1. Faber-Castell Corporation, which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Eberhard Faber, Inc., which is a business corporation of the State of Delaware, hereby merges Eberhard Faber, Inc. into Faber-Castell Corporation pursuant to the provisions of the laws of the State of Delaware and of the New Jersey Business Corporation Act.

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TRADEMARK

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2. The separate existence of Eberhard Faber, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Faber-Castell Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

3. The issued shares of Eberhard Faber, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Faber-Castell Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Faber-Castell Corporation.

5. The Board of Directors and the proper officers of Faber-Castell Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to execute, deliver, file and/or record any and all documents or instruments, including but not limited to the Certificate of Merger, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the Certificate of Incorporation of the parent corporation nor the Certificate of Incorporation of the subsidiary corporation requires the approval of its shareholders to authorize the merger herein certified.

6. The applicable provisions of the laws of the jurisdiction of organization of the subsidiary corporation relating to the merger of the subsidiary corporation into the parent corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.

7. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

Executed on February 15, 1996.

Eberhard Faber, Inc., a Delaware corporation

By: 
Dale L. Matschullat, Vice President

Faber-Castell Corporation, a New Jersey corporation

By: 
Dale L. Matschullat, Vice President

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