

11-17-1998



100879569

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

11/9/98

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

Merger

Change of Name

Other

Effective Date
Month Day Year
05 30 1997

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
05 30 1997

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 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 Assignment.)

11/17/1998 DNGUYEN 00000019 1962463

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 600.00 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: 1813 FRAME: 0477

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Ronald V. Thurman

Name of Person Signing

Ronald V. Thurman

Signature

11/13/98

Date Signed

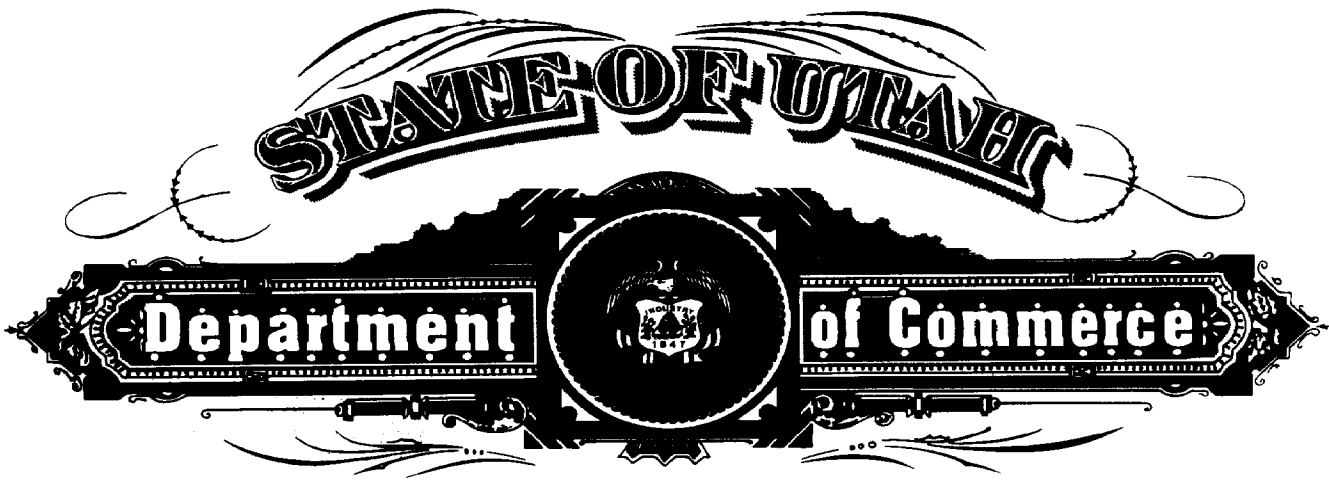
**TRADEMARK REGISTRATIONS AND APPLICATION IN
THE NAME OF FRANKLIN QUEST CO.**

Trademark Registrations

1,962,463	ACHIEVE WHAT MATTERS MOST WITH SUCCESSFUL COMMUNICATION
1,666,588	ASCEND
1,903,115	BECAUSE LIFE IS WORTH PLANNING
1,889,876	BEN FRANKLIN (stylized design)
1,903,115	THE CHALLENGE OF CHANGE
1,889,873	CHAMPIONSHIP EDITION
1,715,129	FRANKLIN and design
1,809,117	FRANKLIN DAY PLANNER
1,320,656	FRANKLIN DAY PLANNER
1,855,026	FRANKLIN QUEST
1,831,104	FRANKLIN
1,838,670	THE LANGUAGE OF SELLING
1,839,675	THE LANGUAGE OF SELLING
2,039,614	MONTICELLO
1,940,580	SEASONS
2,049,409	SMARTMAIL
1,901,100	TIMEQUEST
2,058,641	TSI TIME SYSTEMS
2,053,873	TSI
1,977,002	VALUES QUEST
2,126,068	WHAT MATTERS MOST
2,056,865	WHAT MATTERS MOST
1,951,968	WRITING ADVANTAGE
1,993,999	WRITING ADVANTAGE

Trademark Application

75/184379	PRIORITIES THE JOURNAL OF PERSONAL SUCCESS
-----------	--



**CERTIFICATION
OF ARTICLES OF MERGER**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT THE ATTACHED is a true, correct, and complete copy of the Articles of Merger filed with this office on MAY 30, 1997 merging COVEY LEADERSHIP CENTER, INC., a corporation of the state of UTAH, into FRANKLIN QUEST CO., the surviving corporation which is of the state of UTAH,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO106953*



Dated this 17TH day
of August, 19 98.



Lorena P. Rifo
Division Director of
Corporations and Commercial Code

TRADEMARK
REEL: 1813 FRAME: 0480

EXPEDITE

CO# 089394

ARTICLES OF MERGER

OF



COVEY LEADERSHIP CENTER, INC.

WITH AND INTO

FRANKLIN QUEST CO.

CO# 106953

RECEIVED
MAY 30 1997
Utah Div. of Corp. & Comm. Code

Pursuant to the provisions of Section 16-10a-1105 of the Utah Revised Business Corporation Act (the "Act"), Franklin Quest Co., a Utah corporation ("Franklin"), and Covey Leadership Center, Inc., a Utah corporation ("Covey"), hereby execute the following Articles of Merger:

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan of Merger dated May 30, 1997 (the "Plan of Merger"), which sets forth the terms of the merger of Covey with and into Franklin (the "Merger").

2. The designation of the voting group of Covey that voted on the Merger was Common Stock. The number of outstanding shares of Common Stock of Covey and the number of votes entitled to be cast by the holders of such shares, as of April 21, 1997, was 790,000. The number of votes of the Covey Common Stock voting group cast for the Merger was 790,000 and the number of votes of the Covey Common Stock voting group cast against the Merger was none.

3. The designation of the voting group of Franklin that voted on the Merger was Common Stock. The number of outstanding shares of Common Stock of Franklin and the number of votes entitled to be cast by the holders of such shares, as of April 21, 1997, was 19,766,458. The number of votes of the Franklin Common Stock voting group cast for the Merger was 12,573,402 and the number of votes of the Franklin Common Stock voting group cast against the Merger was 111,457.

EXECUTED as of the 30th day of May, 1997.

COVEY LEADERSHIP CENTER, INC.,
a Utah corporation

FRANKLIN QUEST CO.,
a Utah corporation

By *Stephen M. R. Covey*
Stephen M. R. Covey, President
and Chief Executive Officer

By *Jon H. Rowberry*
Jon H. Rowberry, President and
Chief Operating Officer

7150110032

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on the 30th day of May 1997
in the office of this Division and hereby issue
this Certificate thereof.

Examiner *Karla S. Woods* Date 5/30/97
Karla S. Woods
KORLA T. WOODS
Division Director



Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is entered into as of the 30th day of May, 1997, by and among Franklin Quest Co., a Utah corporation ("Franklin") and Covey Leadership Center, Inc., a Utah corporation ("Covey").

RECITALS

A. Franklin is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.

B. Covey is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.

C. The respective Boards of Directors of Franklin and Covey and the shareholders of Franklin and Covey deem it advisable for good and valid business reasons and for the mutual benefit of Franklin and Covey that Covey be merged with and into Franklin (the "Merger") as a statutory merger under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, upon the terms and subject to the conditions set forth herein and in the Merger Agreement among the parties hereto dated as of March 21, 1997 (the "Merger Agreement"), and in accordance with the Utah Revised Business Corporation Act (the "Act").

D. Franklin and Covey and their respective Boards of Directors and, to the extent required by applicable law, their respective shareholders, have approved this Plan.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as hereinafter defined), in accordance with the Merger Agreement and Section 16-10a-1105(2) of the Act, Covey shall be merged with and into Franklin, the separate existence of Covey shall cease, and Franklin shall continue as the surviving corporation under the new corporate name of Franklin Covey Co. (Franklin and Covey are herein sometimes referred to as the "Constituent Corporations," and Franklin, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation.")

2. Effective Time. The Merger shall become effective immediately upon the filing of Articles of Merger and this Plan with the Utah Department of Commerce, Division of Corporations and Commercial Code. The date and time of such filing are sometimes referred to herein as the "Effective Time."

3. Effect of the Merger. At the Effective Time, the Merger shall have the effect provided for in Section 16-10a-1106 of the Act.

4. Articles of Incorporation and Bylaws; Directors and Officers.

(a) The Revised Articles of Incorporation and Bylaws of Franklin, as in effect immediately prior to the Effective Time, shall, except as amended as hereinafter provided, be the

Articles of Incorporation and Bylaws of the Surviving Corporation at the Effective Time and shall thereafter continue to be its Articles of Incorporation and Bylaws until amended as provided therein and under applicable law.

(b) Article I of the Revised Articles of Incorporation of Franklin shall be hereby amended effective as of the Effective Time to read as follows:

ARTICLE I - NAME

The name of the corporation is Franklin Covey Co.

(c) The following listed individuals shall be the directors of the Surviving Corporation at the Effective Time:

Hyrum W. Smith - Chairman
Stephen R. Covey - Co-Chairman
Jon H. Rowberry
Stephen M. R. Covey
Robert H. Daines
E. J. "Jake" Garn
Dennis G. Heiner
Daniel P. Howells
Thomas H. Lenagh
James M. Beggs
Robert F. Bennett
Beverly Campbell
Joel Peterson
Kay Stepp
Robert Whitman

Each of Hyrum W. Smith, Jon H. Rowberry, Robert H. Daines, E. J. "Jake" Garn, Dennis G. Heiner, Daniel P. Howells, Thomas H. Lenagh, James M. Beggs, Robert F. Bennett and Beverly Campbell, who were directors of Franklin prior to the Effective Time, shall continue to serve as directors of the Surviving Corporation until the expiration of their term as currently scheduled to expire. Each of Joel Peterson, Kay Stepp and Robert Whitman will serve a term as a director expiring at the annual meeting of shareholders to be held in 2000 and until their successors shall be duly elected and qualified. Stephen R. Covey shall serve a term as a director expiring at the annual meeting of shareholders to be held in 1999 and until his successor shall be duly elected and qualified. Stephen M. R. Covey shall serve a term as a director expiring at the annual meeting of shareholders to be held in 1998 and until his successor shall be duly elected and qualified.

(d) The following listed individuals shall be the officers of the Surviving Corporation at the Effective Time:

Chairman and Chief Executive Officer - Hyrum W. Smith
President and Chief Operating Officer - Jon H. Rowberry
Executive Vice President, Secretary and General Counsel - Val John Christensen
Executive Vice President and Chief Financial Officer - John L. "Jack" Theler
Executive Vice President, Marketing - Stephen M. R. Covey

Executive Vice President, Manufacturing - Don J. Johnson
Executive Vice President, Organizational Sales - Mark W. Stromberg
Executive Vice President, Consumer Sales - D. Gordon Wilson
Executive Vice President, International Operations - Robert J. Guindon

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of Franklin, Covey or the shareholders of Franklin or Covey, all of the shares of common stock of Covey issued and outstanding (the "Covey Common") in the aggregate, except for dissenting shares, shall automatically be converted into the right to receive shares of common stock of Franklin (the "Franklin Common") with the right of each of the holders thereof, as of the Effective Time, to be treated as a registered holder of shares of Franklin Common as of the Effective Time with all rights to dividends and other distributions made to registered holders of Franklin Common as of such date, provided that the aggregate number of shares of Franklin Common that each of the Shareholders shall be entitled to receive shall be rounded down to the nearest whole share, and provided further that if the number of shares of Franklin Common that a Shareholder is entitled to receive is rounded down to the nearest whole share, such Shareholder shall receive from Franklin in respect of the fractional share subject to such rounding, the value, determined to two decimal places, in cash of such fractional share. On the effective date, each share of Covey Common, except for dissenting shares, will, by virtue of the Merger, be canceled and converted into the right to receive 6.36823 number of shares of Franklin Common.

6. Termination or Abandonment. This Plan may be terminated and the Merger abandoned as provided in the Merger Agreement.

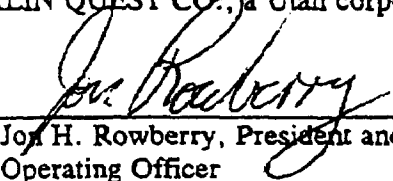
7. Other Provisions.

(a) Governing Law. This Plan shall be governed in all respects by the laws of the State of Utah.


(b) Counterparts. This Plan may be executed in counterparts, each of which shall be an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Plan by their duly authorized officers as of the date first above written.

FRANKLIN QUEST CO., a Utah corporation

By: 
Jon H. Rowberry, President and Chief Operating Officer


COVEY LEADERSHIP CENTER, INC., a Utah corporation

By: 
Stephen M. R. Covey, President and Chief Executive Officer

EXPEDITE

ASSIGNMENT

I, Susan Allen, hereby transfer and assign, without representation or warranty of any kind whatsoever, any and all of my rights, titles, and interests of any kind whatsoever in and to the reserved business name "Franklin Covey Co." to Franklin Quest Co., a Utah corporation.



Susan Allen

Date: May 30, 1997