

02-09-1999



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U.S. Department of Commerce
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01-28-1999

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #33

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COMMISSIONER of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Newell Office Products, 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: effective December 29, 1998

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

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

B. Trademark registration No.(s)
 2,073,611 1,631,413 2,025,436

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:.....[3]

7. Total fee (37 CFR 3.41):\$90.00
 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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02 FC:482

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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

January 25, 1999
 Date

Total Number of pages including cover sheet: [4]

State of Delaware
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 OF "BEROL CORPORATION", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 1998, AT 4:35 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9521607

DATE: 01-14-99

TRADEMARK
REEL: 1850 FRAME: 0500

**CERTIFICATE OF OWNERSHIP AND MERGER OF
NEWELL OFFICE PRODUCTS, INC.
INTO BEROL CORPORATION**

It is hereby certified that:

1. Berol Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Newell Office Products, Inc., which is also a business corporation of the State of Delaware.
3. On December 8, 1998, the Board of Directors of the Corporation adopted the following resolutions by unanimous consent to merge Newell Office Products, Inc. into the Corporation:

RESOLVED, that Newell Office Products, Inc., a Delaware corporation (the "Merged Corporation"), and a wholly owned subsidiary of the Corporation be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Merged Corporation be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Merged Corporation in its name;

FURTHER RESOLVED, that the Corporation shall assume all of the obligations of the Merged Corporation;

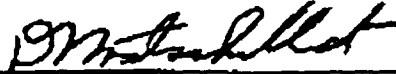
FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed to execute any and all documents, including without limitation, a Certificate of Ownership and Merger (the "Certificate"), and to take such actions, including the filing of the Certificate with the Delaware Secretary of State, as is deemed necessary or convenient to effectuate the foregoing resolutions;

FURTHER RESOLVED, that the effective time of the Merger with the Delaware Secretary of State shall be December 29, 1998;

FURTHER RESOLVED, that this consent may be executed in any number of counterparts.

Dated as of this 9th day of December 1998.

BEROL CORPORATION



By: Dale Matschullat
Its: Vice President-General Counsel

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TOTAL P. 07