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To the Honorable Commissioner o

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red original documents or copy thereof.

1. Name of conveying party(ies): Fujicolor Processing, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporate-State: Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Fuji Tricolor, Inc.
 Internal Address:
 Street Address: 555 Taxter Road
 City: Elmsford, NY Country: USA

Individual(s) citizenship _____
 Association _____

General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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 name(s) & address(es) attached? Yes No

3. Nature of conveyance: **3-15-99**

Assignment Merger *
 Security Agreement Change of Name
 Other _____

* Document previously recorded as Reel 1797, Frame 0581 contained an error in property number 1,726,598. Document is re-recorded to correct this error and show correct registration number.

Execution Date: June 24, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 74/244,377

Additional numbers attached? Yes No

B. Trademark registration No (s): 1,722,558

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Bridget McCarthy, Esq. c/o Whitman Breed Abbott & Morgan LLP

Internal Address:

Street Address:
 633 W. Fifth St., 21st Floor
 City: Los Angeles State: CA

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41) \$40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

Bridget McCarthy *Bridget McCarthy* March 12, 1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: **1**

OMB No. 0651-0011 (exp. 4/94)

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 Box Assignments
 Washington, D.C. 20231

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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To the Honorable Commission

10-09-1998

attached original documents or copy thereof.

1. Name of conveying party(ies): ~~Registration No.~~
Fuji Color Processing, Inc.
- Individual(s)
 - General Partnership
 - Corporate-State: Delaware
 - Other



100847869

address of receiving party(ies):
~~Registration No.~~ **Fuji Color, Inc.**

Internal Address: **OPR/FINANCE**
Street Address: 555 Taxter Road
City: Elmsford, New York Country: USA

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship
- Association
General Partnership
- Limited Partnership
- Corporation-State: Delaware
- 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 name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: June 24, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark registration No.(s): 1,726,598

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Bridget McCarthy, Esq. c/o Whitman Breed Abbott & Morgan LLP

Internal Address:

Street Address: 633 W. Fifth Street, 21st Floor

City: Los Angeles State: CA 90017

6. Total number of applications and registrations involved: /

7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: n/a
(Attach duplicate copy of this page if paying by deposit account)

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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.

Bridget McCarthy
Name of Person Signing

October 1, 1998
Date

Total number of pages comprising cover sheet: /

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Washington, D.C. 20231

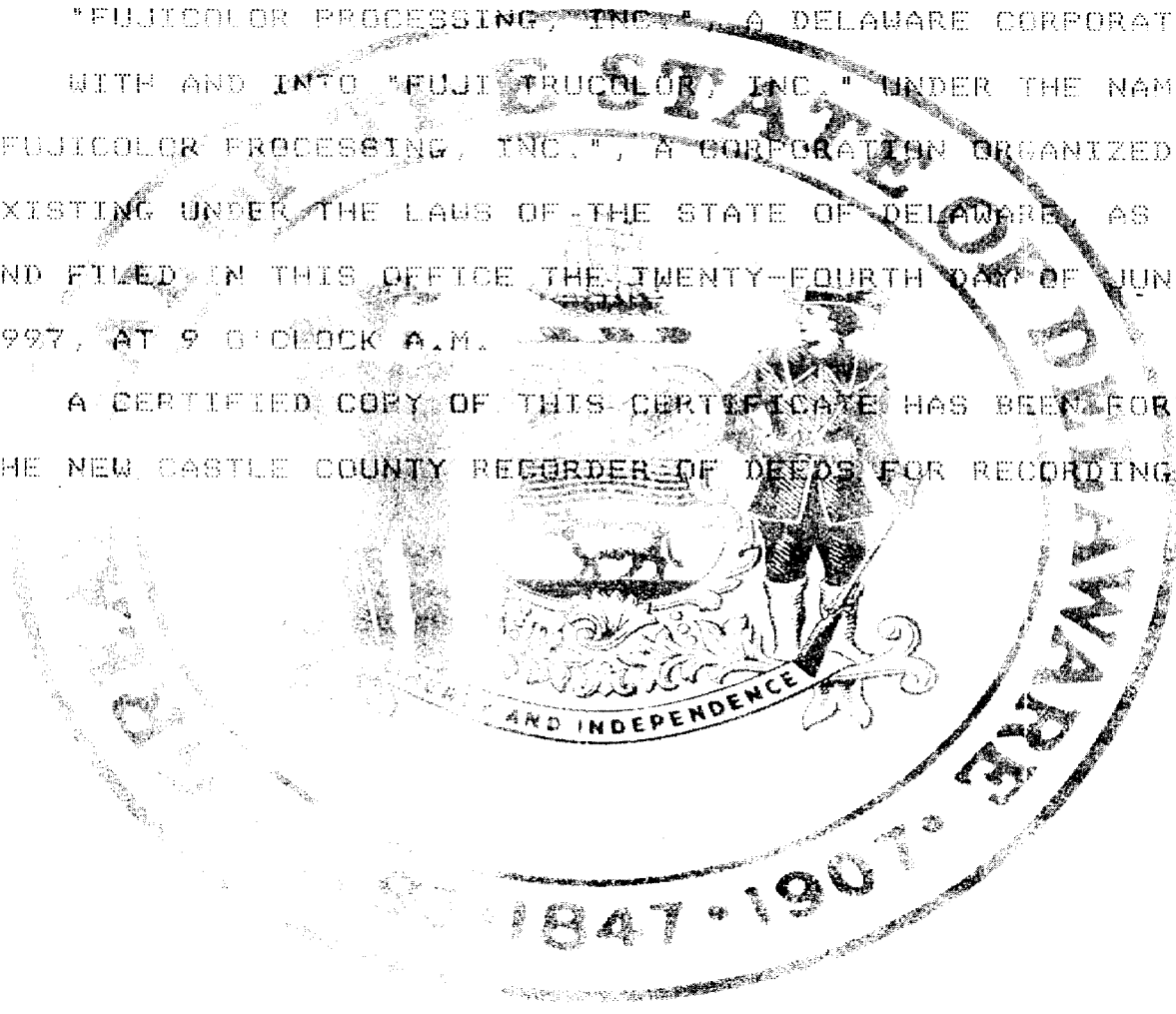
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State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"FUJICOLOR PROCESSING, INC.", A DELAWARE CORPORATION, WITH AND INTO "FUJI TRUCOLOR, INC." UNDER THE NAME OF "FUJICOLOR PROCESSING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8531843

DATE:

06-26-97

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CERTIFICATE OF MERGER

OF

FUJICOLOR PROCESSING, INC.

INTO

FUJI TRUCOLOR, INC.

FUJI TruColor, Inc., incorporated under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name and state of incorporation of each of the constituent corporations of the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Fujicolor Processing, Inc.	Delaware
FUJI TruColor, Inc.	Delaware

2. A plan and agreement of merger between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The surviving corporation is FUJI TruColor, Inc.

4. The certificate of incorporation of the surviving corporation is amended to change the corporate name and authorized capital. Articles FIRST and FOURTH are amended to read as follows:

FIRST: The name of the corporation is Fujicolor Processing, Inc. The name under which the corporation was originally incorporated is Fuji TruColor Photo, Inc. The certificate of incorporation of Fuji TruColor Photo, Inc. was filed by the Secretary of State of Delaware on September 3, 1991.

FOURTH: The total number of shares of stock that the corporation shall have authority to issue is 1,000 shares of common stock without par value.

5. The executed plan and agreement of merger is on file at the principal place of business of the surviving corporation located at 555 Taxter Road, Elmsford, New York 10523.

6. A copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any Constituent Corporation.

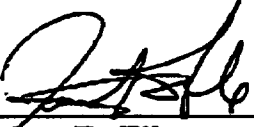
7. The merger shall be effective on July 1, 1997 at 12:01 a.m.

The undersigned has executed this Certificate of Merger this 20th day of June,
1997.

FUJI TRUCOLOR, INC.

By: 
Name: Hideyuki Hayashi
Title: President

ATTEST:


Jonathan E. File
Secretary