

07-28-1999

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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101101883

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

<p>1. Name of conveying party(ies): APOLLO SPACE SYSTEMS, INC.</p> <p><i>M&D</i> <i>7-19-99</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>ACCO BRANDS, INC.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>300 Tower Parkway</u></p> <p>City <u>Lincolnshire</u> State <u>IL</u> ZIP <u>60069</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 10, 1998</u> Effective Date: <u>December 31, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>75/462,597; 75/462,868;</u> <u>75/544,394</u></p> <p>B. Trademark registration No.(s) _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036</p> <p>Attn.: <u>Joyce M. Ferraro, Esq.</u></p> <p>File No.: <u>6551-1146/1147/1171/1264-999</u></p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>90.00</u></p> <p>Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Joyce M. Ferraro, Esq.</u> <u>37,046</u> <u>Joyce M. Ferraro</u> <u>7/19/99</u> Name of Person Signing Reg. No. Signature Date</p> <p style="text-align: right;">Total number of pages comprising cover sheet: <u>5</u></p>	

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

07/27/1999 MTHAI1 00000391 161150 75544394

01 FC:481 40.00 CH
02 FC:482 50.00 CH

c: Ms. Patricia Vega

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:

"APOLLO SPACE SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ACCO BRANDS, INC." UNDER THE NAME OF "ACCO BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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981483980

AUTHENTICATION:

9465020

DATE:

12-15-98

TRADEMARK
REEL: 001934 FRAME: 0730

CERTIFICATE OF OWNERSHIP AND MERGER

merging

APOLLO SPACE SYSTEMS, INC.
(a Delaware corporation)

into

ACCO BRANDS, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ACCO BRANDS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Company") DOES HEREBY CERTIFY that:

FIRST: The Company is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on March 20, 1970 under the name NXT Corporation, and was amended by a Certificate of Amendment of Certificate of Incorporation Before Payment for Stock filed on April 16, 1970 changing its name to American Swingline, Inc., and was further amended by a Certificate of Ownership and Merger Merging Swingline Inc. into American Swingline, Inc. filed on August 26, 1970 changing its name to Swingline Inc., and was further amended by a Certificate of Merger of Polyblend Corporation into Swingline Inc. filed on December 19, 1991 changing its name to ACCO USA, Inc., and was further amended by a Certificate of Merger of Day-Timer Concepts, Inc. into ACCO USA, Inc. filed on December 29, 1997 changing its name to ACCO Brands, Inc.

SECOND: Apollo Space Systems, Inc. (the "Subsidiary") is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on April 17, 1980 under the name Viewlex Marketing, Inc., and was amended by a Certificate of Amendment of Certificate of Incorporation of Viewlex Marketing, Inc. filed on October 6, 1981 changing its name to Apollo Space Systems, Inc.

THIRD: The Company owns 100 percent of the outstanding shares of Common Stock, no par value, of the Subsidiary, which is the only class of stock of the Subsidiary outstanding.

FOURTH: The Company, by the following resolutions duly adopted by its Board of Directors on December 10, 1998, determined to merge the Subsidiary with and into the Company, with the Company as the surviving corporation:

"RESOLVED, that Apollo Space Systems, Inc., a Delaware corporation, the entire issued and outstanding stock of which is owned by this Company, be merged with and into this Company (the "Merger"), with this Company as the surviving corporation following such Merger, and further

RESOLVED, that the separate existence of Apollo Space Systems, Inc. shall cease upon the effective date of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware; and further

RESOLVED, that the issued and outstanding shares of Apollo Space Systems, Inc. shall not be converted in any manner, but each of said issued and outstanding shares as of the effective date of the Merger shall be surrendered and extinguished; and further

RESOLVED, that the issued and outstanding shares of this Company shall not be converted in any manner, but each of said issued and outstanding shares as of the effective date of the Merger shall continue to represent one issued and outstanding share of this Company; and further

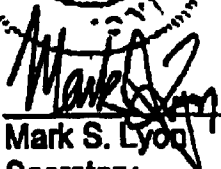
RESOLVED, that the officers of this Company be and each of them is hereby authorized to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, documents, certificates, instruments or other papers, and to do, or cause to be done, all such acts and things, in the name and on behalf of this Company and under its corporate seal or otherwise, as they may deem necessary or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions."

FIFTH: This Certificate of Ownership and Merger and the merger of the Subsidiary with and into the Company as provided herein shall become effective at 11:59 p.m., Eastern Time, on December 31, 1998.

IT WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer and attested by its Secretary, and its corporate seal to be affixed, this 10th day of December, 1998.

ACCO BRANDS, INC.

By: 
Daniel J. Waters
President and Chief Executive Officer

[Corporate Seal]
Attest:

Mark S. Lyon
Secretary