

*Handwritten:* 1/10/99  
12/6/99

RECORDATION FORM FOR  
TRADEMARKS OF

12-21-1999



DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101229310

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

1. Name of conveying party(ies):

Lakewood Publications, Inc.

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

BiV Communications, Inc.  
555 Park Avenue South  
New York, New York 10010-1789

- Individuals
- General Partnership
- Corporation - State of Delaware
- Other:
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: December 31, 1998

- Individual(s) citizenship
- General Partnership
- Corporation - State of New York
- Other:
- Association
- Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)/ Mark(s)

See attached Schedule

B. Trademark Reg. No.(s)/Mark(s)

See attached Schedule

Additional numbers attached?  Yes  No

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

Name: James F. Voegeli  
Address: Merchant & Gould P.C.  
3100 Norwest Center  
90 South Seventh Street  
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 16

7. Total fee (37 CFR 3.41): \$415.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

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.

James F. Voegeli

Name of Person Signing

*Handwritten Signature: James F. Voegeli*  
Signature

December 3, 1999

Date

Total number of pages including cover sheet, attachments, and document: 6

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

12/17/1999 DMGUYEN 00000271 75407979

01 FC:481 40.00 DP  
02 FC:482 375.00 DP

TRADEMARK  
REEL: 002001 FRAME: 0599

SCHEDULE

Pending Applications

Serial No.	Mark
75/407,979	TRAINLINK
75/579,902	POTENTIALS
75/580,189	POTENTIALS IDEAS AND PRODUCTS THAT MOTIVATE (Stylized)

Registered Marks

Registration No.	Mark
1,290,028	POTENTIALS MART
1,140,726	LAKEWOOD'S
1,143,346	POTENTIALS IN MARKETING
1,507,093	TRAINING DIRECTORS' FORUM
1,559,003	DIRECT SUCCESS
1,600,765	TRAINING
1,703,180	THE HUMAN SIDE OF BUSINESS
1,851,471	PRESENTATION PRODUCTS
1,883,568	GOLD STAR GALLERY
1,921,265	PRESENTATIONS
1,927,298	HOT TIPS
1,959,039	THE LAKEWOOD REPORT
1,975,045	THE LAKEWOOD REPORT ON TECHNOLOGY FOR LEARNING

*State of New York* }  
*Department of State* } <sup>ss:</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*



JUL 26 1999

A handwritten signature in black ink, appearing to read "J. L. ...", written over a horizontal line.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

F981230000614

CERTIFICATE OF MERGER  
OF  
LAKEWOOD PUBLICATIONS, INC.  
INTO  
BILL COMMUNICATIONS, INC.

Under Section 904 of the New York Business Corporation Law

We, the undersigned John Wickersham and James A. Ross being respectively the President and the Secretary of Bill Communications, Inc. and John Wickersham and James A. Ross being respectively the President and Secretary of Lakewood Publications, Inc. hereby certify:

1. (a) The name of each constituent corporation is as follows:

Bill Communications, Inc.  
Lakewood Publications, Inc.

(b) The name of the surviving corporation is Bill Communications, Inc. and following the merger its name shall be Bill Communications, Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of shares entitled to Vote</u>	<u>Shares entitled to vote as a class or series</u>
Bill Communications, Inc.	Common 100	Common	20,000
Lakewood Publications, Inc.	Common 50,000	Common	50,000

3. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State of the State of New York is as follows:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>
Bill Communications, Inc. (Incorporated under the name: BILL BROTHERS PUBLICATIONS, INC.)	8/27/63

4. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State of the State of Delaware and the date when the application for

authority to do business in New York was filed by the Department of State of the State of New York is as follows:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>Date of Application for Authority</u>
Lakewood Publications, Inc.	11/16/94	n/a

5. The merger was adopted by each constituent corporation in the following manner:

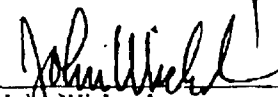
As to Bill Communications, Inc., by the unanimous written consent of the shareholders.

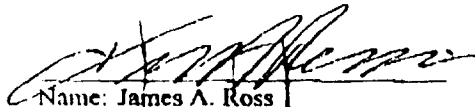
Lakewood Publications, Inc. has complied with the applicable provisions of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by unanimous written consent of the shareholders in lieu of a meeting.

6. The merger shall be effective as of the 31st day of December, 1998.

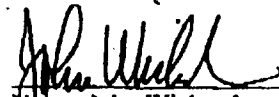
IN WITNESS WHEREOF, we have signed this certificate on the 31st day of December, 1998 and we affirm the statements contained therein as true under penalties of perjury.

LAKWOOD PUBLICATIONS, INC.

  
Name: John Wickersham  
Title: President

  
Name: James A. Ross  
Title: Secretary

BILL COMMUNICATIONS, INC.

  
Name: John Wickersham  
Title: President

  
Name: James A. Ross  
Title: Secretary

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F981230000614

CERTIFICATE OF MERGER

OF

LAKWOOD PUBLICATIONS, INC.

INTO:

BILL COMMUNICATIONS, INC.

Under Section 904 of the New York Business Corporation Law

*cc*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED - DEC 30 1998

TAX \$

BY:

*JAC*

*New York*

**NCR-26**

*JAC*

**FILED**

FILER:

VNU USA INC.  
1515 Broadway  
New York, NY 10036

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