

03-14-00

D 9

Express Mail No.: EL 394 218 784 US

FORM PTO-1594
1-31-92

3.13.00

RECOR
TR.

04-10-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



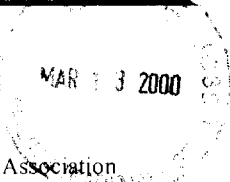
Documents or copy thereof.

To the Honorable Commissioner of Patents and
Box As

101312513

1. Name of conveying party(ies):

MAY TAG & LABEL CORP.



Individual(s)
 General Partnership
 Corporation-Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

Association
 Limited Partnership

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

Name: ACCO BRANDS, INC.

Internal Address: _____

Street Address: 300 Tower Parkway

City Lincolnshire State IL ZIP 60069

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment
 Security Agreement
 Other _____
 Merger
 Change of Name

Execution Date: December 28, 1998
Effective Date: December 31, 1998

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

A. Trademark Application No.(s) _____

B. Trademark registration No.(s) 1,274,315; 1,325,688

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: Joyce M. Ferraro, Esq.

File No.: 6551-1302-999

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Please charge to the deposit account listed in Section 8.

8. Deposit account number: 16-1150

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.

Joyce M. Ferraro, Esq. 37,046
Name of Person Signing Reg. No.

Joyce M. Ferraro
Signature

3/13/2000
Date

Total number of pages comprising cover sheet: 3

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

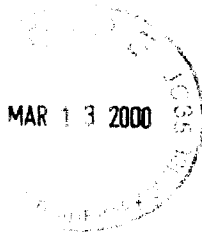
04/07/2000 TTON11 00000117 161150 1274315

01 FC:481 40.00 CH
02 FC:482 25.00 CH

c: Ms. Patricia Vega - Please update IPS (the matter numbers pertaining to the affected registrations are 6551-1198-999 and 6551-1297-999).

TRADEMARK
REEL: 002048 FRAME: 0802

NY2-1060752.1



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/28/1999
991565760 - 0746624

CERTIFICATE OF OWNERSHIP AND MERGER

merging

MAY TAG & LABEL CORP.
(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: **May Tag & Label Corp.** (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 August 7, 1997 under the name **SCAC, Inc.**, and was amended by a Certificate of Merger filed on October 1, 1997, changing its name to **May Tag & Label Corp.**

THIRD: The Company owns 100 percent of the outstanding shares of Common Stock, \$1.00 par value per share, 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 28, 1999, determined to merge the Subsidiary with and into the Company, with the Company as the surviving corporation:

"RESOLVED, that May Tag & Label Corp., a Delaware corporation, the entire issued and outstanding stock of which is owned by this Company, be merged with and into this Company, with this Company as the surviving corporation following such merger; and further

RESOLVED, that the separate existence of May Tag & Label Corp. 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 May Tag & Label Corp. 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

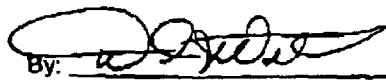
RESOLVED, that the issued and outstanding shares of this Company shall not be converted in any manner, but each of said issued and outstanding shares as of the effective date of the merger shall continue to represent one issued and outstanding share of this Company; and further

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, 1999.

IN 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 28th day of December, 1999.

ACCO BRANDS, INC.

By: 

Daniel J. Waters
President and Chief Executive
Officer

[Corporate Seal]

Attest.



Kenton R. Rose
Assistant Secretary



mlr

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/28/1999
991565760 - 0746624

CERTIFICATE OF OWNERSHIP AND MERGER

merging

MAY TAG & LABEL CORP.
(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: **May Tag & Label Corp.** (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 August 7, 1997 under the name **SCAC, Inc.**, and was amended by a Certificate of Merger filed on October 1, 1997, changing its name to **May Tag & Label Corp.**

THIRD: The Company owns 100 percent of the outstanding shares of Common Stock, \$1.00 par value per share, 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 28, 1999, determined to merge the Subsidiary with and into the Company, with the Company as the surviving corporation:

"RESOLVED, that May Tag & Label Corp., a Delaware corporation, the entire issued and outstanding stock of which is owned by this Company, be merged with and into this Company, with this Company as the surviving corporation following such merger; and further

RESOLVED, that the separate existence of May Tag & Label Corp. 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 May Tag & Label Corp. 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, 1999.

IN 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 28th day of December, 1999.

ACCO BRANDS, INC.

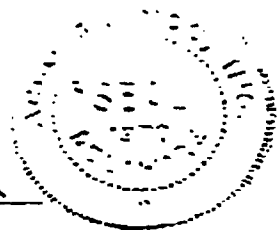
By: 

Daniel J. Waters
President and Chief Executive
Officer

[Corporate Seal]

Attest:


Kenton R. Rose
Assistant Secretary



mlb