



03-22-2000

U.S. Patent & TMO's/TM Mail Report #57

04-25-2000



RET

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Docket No. T

0107112-012

To the Honorable Commissioner of Pa.

101333058

enclosed are the attached original documents or copy thereof.

1. Name of conveying party(ies): **MRD**
RJA/Lorron, Inc.
549 W. Randolph Street
Chicago, Illinois 60661
3.22.00

- Individual(s)
- General Partnership
- Corporation-State **Illinois**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name

Execution Date: **December 31, 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,611,668

Additional numbers Yes No

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

Name: **Melissa Masiello, Esq.**

Internal Address: **Bell, Boyd & Lloyd LLC**

Street Address: **P.O. Box 1135**

City: **Chicago** State: **IL** ZIP: **60690**

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

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04/21/2000 DCDATES 00000172 1611668

DO NOT USE THIS SPACE

01 FC:481

40.00 OP

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.

Melissa Masiello, Esq.
Name of Person Signing

Melissa Masiello
Signature

3/22/00
Date

Total number of pages including cover sheet, attachments, and

10

TRADEMARK

REEL: 002058 FRAME: 0813



State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
ROLF JENSEN & ASSOCIATES, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 2ND day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

BOX 170

TRADEMARK

REEL: 002058 FRAME: 0814

Form **BCA-11.25**

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 4945-542-9

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 732-6961
http://www.sos.state.il.us

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

FILED

DEC 2 1999

**JESSE WHITE
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12-2-99

Filing Fee \$ 100.-

Approved: [Signature]

1. Names of the corporations proposing to ^{merge}~~consolidate~~, and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>RJA/Lorron, Inc.</u>	<u>Illinois</u>	<u>60490686</u>
<u>Rolf Jensen & Associates, Inc.</u>	<u>Illinois</u>	<u>49455429</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange. Illinois

3. (a) Name of the ^{surviving}~~new~~ corporation: Rolf Jensen & Associates, Inc.
~~acquiring~~

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger}~~consolidation~~ is as follows:
~~exchange~~ **See attached Exhibit A**

EXPEDITED

DEC 2 1999

SECRETARY OF STATE

BOX 170

5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the ^{exchange} state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" or a box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>RJA/Lorron, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Rolf Jensen & Associates, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

BOX 170

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____, _____
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 1, 1999
(Month & Day) (Year)

RJA/Lorron, Inc.
(Exact Name of Corporation)

attested by *Ralph Transue*
(Signature of Secretary or Assistant Secretary)

by *Martin Reiss*
(Signature of President or Vice President)

Ralph Transue, Secretary
(Type or Print Name and Title)

Martin Reiss, President
(Type or Print Name and Title)

Dated December 1, 1999
(Month & Day) (Year)

Rolf Jensen & Associates, Inc.
(Exact Name of Corporation)

attested by *Ralph Transue*
(Signature of Secretary or Assistant Secretary)

by *Martin Reiss*
(Signature of President or Vice President)

Ralph Transue, Secretary
(Type or Print Name and Title)

Martin Reiss, President
(Type or Print Name and Title)

Dated _____
(Month & Day) (Year)

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

C-195.8 _____
(Type or Print Name and Title)

(Type or Print Name and Title)



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 1st day of December, 1999, by and between Rolf Jensen & Associates, Inc., an Illinois corporation ("RJA, Inc."), and RJA/Lorron, Inc., an Illinois corporation ("RJA/Lorron").

Recitals

WHEREAS, RJA/Lorron is a corporation duly organized and existing under the laws of the State of Illinois, with authorized capital stock of 1,000 shares of common stock, no par value, ("RJA/Lorron Common Stock") of which 1,000 shares are issued and outstanding and held by The RJA Group, Inc., an Illinois corporation ("RJA Group");

WHEREAS, RJA, Inc. is a corporation duly organized and existing under the laws of the State of Illinois, with authorized capital stock of 1,000 shares of common stock, no par value ("RJA, Inc. Common Stock"), of which 100 shares are issued and outstanding and held by RJA Group;

WHEREAS, the Board of Directors of RJA Group, the sole shareholder of RJA/Lorron and RJA, Inc., has determined that it is desirable and in the best interests of each of the corporations to effect a tax-free reorganization meeting the requirements of Sections 368(a)(1)(A) and 368(a)(2)(E) of the Internal Revenue Code (the "Merger"), whereby on or prior to the Effective Date, RJA/Lorron will be merged into RJA, Inc., which will be the surviving corporation in the Merger, pursuant to The Illinois Business Corporation Act of 1983, as amended (the "Act"); and

WHEREAS, RJA Group, as sole shareholder of RJA, Inc. and RJA/Lorron, has adopted resolutions approving the Merger and authorizing the execution hereof;

Covenants

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein, the parties hereto agree to effect the Merger provided for in this Agreement and Plan of Merger on the terms and conditions set forth herein.

I. GENERAL

1.1 Merger. On the Effective Date, as hereinafter defined, RJA/Lorron shall be merged into RJA, Inc., which shall be the surviving corporation of the Merger and whose name shall continue to be Rolf Jensen & Associates, Inc. (the "Surviving Corporation").

1.2 Capitalization. The number of authorized shares of the capital stock of the Surviving Corporation shall be 1,000 shares of common stock, no par value per share.

BOX 170

TRADEMARK

REEL: 002058 FRAME: 0818

1.3 Articles of Incorporation and Bylaws. On the Effective Date, the Articles of Incorporation of RJA, Inc., as in effect immediately prior to the Effective Date, shall be and remain the Articles of Incorporation of the Surviving Corporation until amended. At the Effective Date, the Bylaws of RJA, Inc., shall be the Bylaws of the Surviving Corporation until altered, amended or repealed.

1.4 Directors and Officers. On the Effective Date, the directors and officers of the Surviving Corporation shall be the existing directors and officers of RJA, Inc., on such date, and they shall hold office until their successors have been elected and qualified in accordance with the Act and the Bylaws of the Surviving Corporation.

1.5 Effective Date. The Effective Date of the Merger shall be December 31, 1999 (the "Effective Date").

1.6 Effects of the Merger. The Merger shall have the effects set forth in Section 11.50 of the Act.

II. CAPITAL STOCK OF THE SURVIVING CORPORATION

2.1 Stock of RJA/Lorron. On and as of the Effective Date, all of the issued and outstanding shares of RJA/Lorron shall, by virtue of the Merger, be automatically cancelled. From and after the Effective Date, all previously issued certificates for RJA/Lorron stock shall be deemed, for all purposes, surrendered and cancelled.

2.2 Stock of RJA, Inc. On and as of the Effective Date, each share of RJA, Inc., Common Stock issued and outstanding immediately prior to the Effective Date, by virtue of the Merger and without action on the part of the holder thereof, shall continue to represent one issued and outstanding share of common stock, without par value, of the Surviving Corporation.

2.3 Exchange of Certificates. No exchange of certificates representing shares of RJA, Inc. common stock is required; and from and after the Effective Date all such certificates shall be deemed for all purposes to be or represent the same number of shares of the Surviving Corporation.

2.4 Property and Liabilities. On the Effective Date, the separate existence of RJA/Lorron shall cease and RJA/Lorron shall be merged into RJA, Inc., known subsequent to the Merger as the Surviving Corporation. The Surviving Corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of the merging corporation; and all rights, privileges, powers and franchises of the merging corporation, and all property, real, personal and mixed, and debts due to the merging corporation on whatever account as well for stock subscriptions as all other things in action or belonging to the merging corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the merging corporation, and the title to any real estate vested by deed or otherwise in the merging

corporation shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of the merging corporation shall be preserved unimpaired, and all debts, liabilities and duties of the merging corporation shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against a merging corporation may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

III. AMENDMENT AND TERMINATION

3.1 Amendment. The President or Vice President of RJA, Inc. on behalf of RJA, Inc., and the President of RJA/Lorron, on behalf of RJA/Lorron, may, but only by a signed writing, amend or modify this Agreement and Plan of Merger prior to the Effective Date.

3.2 Termination. This Agreement and Plan of Merger may be terminated and the Merger and other transactions herein provide for abandoned at any time on or prior to the Effective Date regardless of shareholder approval, if the Board of Directors of RJA Group, acting on behalf of RJA Group, the sole shareholder of RJA/Lorron and RJA, Inc., determines that the consummation of the transactions provided for herein would not, for any reason, be in its or their best interests.

IV. MISCELLANEOUS

4.1 Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts or may be, where the same is not required, certified or otherwise delivered without the testimonium clause and signature; each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

4.2 Governing Law. This Agreement and Plan of Merger shall be construed in accordance with the laws of the State of Illinois.

4.3 Further Assurances. RJA/Lorron agrees that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege, or franchise or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in Article I hereof and otherwise to carry out the intent and purposes hereof.

BOX 170

TRADEMARK

REEL: 002058 FRAME: 0820

MELISSA MASIELLO
mmasie1o@bellboyd.com
312.807-4259
0107117-012

OFFICES IN CHICAGO
AND WASHINGTON, D.C.



03-22-2000

March 22, 2000

U.S. Patent & TMO/c/TM Mail Rcp1 Dt #57

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Attn.: Trademark Assignment Branch

Re: Recordation of Merger
Registrant: RJA/Lorron, Inc.

Dear Sir/Madam:

Enclosed for recordation please find:

- (1) A copy of the Articles of Merger of RJA/Lorron, Inc. into Rolf Jensen & Associates, Inc. effective December 31, 1999;
- (2) A Recordation Form Cover Sheet for Trademarks;
- (3) A check in the amount of \$40.00 in payment of recordation fees; and
- (4) A postcard which we ask you to date stamp and return.

If additional fees are required, the Commissioner is hereby authorized to deduct the required fee from deposit account No. 02-1818.

If you have any questions, please feel free to contact me.

Very truly yours,


Melissa Masiello

MXM:mcf
Encls.

cc: Mr. Ralph E. Transue
Thomas C. Shields
Robert T. Johnson, Jr.

Certificate of Express Mail

I Michael Fry hereby certify that the foregoing Recordation of Corporate Merger for Trademark of Trademarks is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to Assistant Commissioner for Trademarks, BOX ASSIGNMENTS, 2900 Crystal Drive, Arlington Virginia 22202-3513 on this 22nd day of March, 2000.

Michael Fry
(Signature)

Express Mail Label Number

Date of Deposit

EL382960022US