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To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

Lakewood Publications Inc. and Lakewood Acquisition Corp.

Name: Lakewood Publications, Inc.

Internal Address:

Street Address: 50 South Ninth Street

City: Minneapolis State: MN ZIP: 55402

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Additional names(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
- Security Agreement
- Other Rerecord to correct by deleting Reg. # 1,142,516
- Merger
- Change of Name

Execution Date: 1/31/96

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,142,516

Additional numbers attached? Yes No

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

Name: Elizabeth Miller Roesel, Esq.

Internal Address:

SHAW PITTMAN

Street Address:

2300 N Street, N.W.

City: Washington, D.C. State: ZIP: 20037

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

1

7. Total fee (37 CFR 3.41):.....\$ 540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: Charge any additional fees or credit any overpayment

19-1565

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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.

Elizabeth Miller Roesel

Elizabeth M. Roesel

May 30, 2000

Name of Person Signing

Signature

Date

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

9

07-08-1996

481/40 482/800

FORM PTG-151
(Rev. 6-93)
OMB No. 0651-0001
M&G 1076, 0-01



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ATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECEIPT JUN 27 1996

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

MRD 9-2-96

1. Name of conveying party(ies):
Lakewood Publications Inc.
and Lakewood Publications Acquisition Corp.

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

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

2. Name and address of receiving party(ies):
Lakewood Publications, Inc.
50 South Ninth Street
Minneapolis, Minnesota 55402

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

Execution Date: January 31, 1996

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

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)
74-703,385

B. Trademark No.(s)
See Attached Exhibit A

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: D. Randall King
Address: Merchant, Gould, Smith, Edell,
Welter & Schmidt
3100 Norwest Center
Minneapolis, MN 55402

6. Total number of applications and patents involved: 33

7. Total fee (37 CFR 3.41): \$840.00
 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.

D. Randall King
Name of Person Signing

Signature

June 28, 1996
Date

Total number of pages including cover sheet, attachments, and documents: 8

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. 20531

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. 20531 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

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REEL: 002086 FRAME: 0463

EXHIBIT A

1,119,016
1,140,726
~~1,142,516~~
1,143,346
1,290,028
1,349,243
1,498,618
1,505,425
1,507,093
1,510,389
1,559,003
1,580,859
1,600,765
1,627,033
1,632,332
1,643,971
1,646,236
1,653,871
1,692,923
1,703,180
1,708,766
1,718,899
1,811,162
1,814,885
1,836,463
1,851,471
1,883,568
1,921,265
1,927,298
1,959,039
1,971,194
1,975,045

*Buyer: Powell - Division V.P.
5/24/66 Bill Communications, Inc*

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 AGREEMENT OF MERGER, WHICH MERGES:

"LAKEWOOD PUBLICATIONS INC.", A DELAWARE CORPORATION,

WITH AND INTO "LAKEWOOD PUBLICATIONS ACQUISITION CORP." UNDER THE NAME OF "LAKEWOOD PUBLICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2453304 8100M

960114732

AUTHENTICATION: 7920989

DATE:

94-25-96
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**AGREEMENT OF MERGER OF
LAKEWOOD PUBLICATIONS INC.
(a Delaware Corporation)
AND
LAKEWOOD PUBLICATIONS ACQUISITION CORP.
(A Delaware Corporation)**

AGREEMENT OF MERGER approved on January 31, 1996 by Lakewood Publications Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on January 31, 1996 by Lakewood Publications Acquisition Corp., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS Lakewood Publications Inc. is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Lakewood Publications Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$.01 each; and

WHEREAS Lakewood Publications Acquisition Corp. is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Lakewood Publications Acquisition Corp. has authority to issue is 100,000, 50,000 of which are Common Stock without par value and 50,000 of which are Preferred Stock without par value; and

WHEREAS Lakewood Publications Inc. and Lakewood Publications Acquisition Corp. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Lakewood Publications Inc. with and into Lakewood Publications Acquisition Corp. pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Lakewood Publications Inc. and duly approved by a resolution adopted by the Board of Directors of Lakewood Publications Acquisition Corp., the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

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1 Lakewood Publications Inc. and Lakewood Publications Acquisition Corp. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Lakewood Publications Acquisition Corp., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "Lakewood Publications, Inc." pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Lakewood Publications Inc., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation except that Article FIRST thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is Lakewood Publications, Inc."

and said Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws

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of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger and the time when the merger therein agreed upon shall become effective, shall be February 1, 1996.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto this 31st day of January, 1996.

LAKWOOD PUBLICATIONS INC.

By: Mari Jo Florio
Mari Jo Florio
Secretary

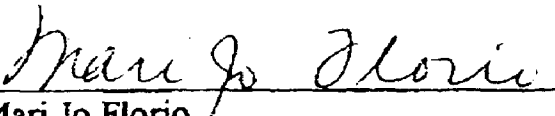
LAKWOOD PUBLICATIONS ACQUISITION CORP.

By: Mari Jo Florio
Mari Jo Florio
Secretary

CERTIFICATE OF SECRETARY OF
LAKEWOOD PUBLICATIONS INC.
(a Delaware Corporation)

The undersigned, being the Secretary of Lakewood Publications Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: January 31, 1996

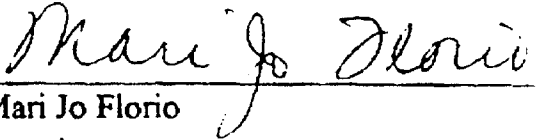


Mari Jo Florio
Secretary

CERTIFICATE OF SECRETARY OF
LAKEWOOD PUBLICATIONS ACQUISITION CORP.
(a Delaware Corporation)

The undersigned, being the Secretary of Lakewood Publications Acquisition Corp., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: January 31, 1996



Mari Jo Florio
Secretary