

04-18-2002

TRADEMARKS ONLY

TRADEMARKS ONLY

To the Honorable  
Please refer

102059235

and Trademarks:  
copy thereof.

4-10-02

## 1. Name of Party(ies) conveying an interest:

BH Acquisition, Inc.  
190 South LaSalle, Suite 2830  
Chicago, Illinois 60603

Entity:

☐ Individual(s) ☐ Association☐ General Partnership ☐ Limited Partnership☒ Corporation of Delaware☐ Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached:

☐ yes ☒ no

## 2. Name and Address of Party(ies) receiving an interest:

Name: Bell & Howell Company  
Street Address: 3400 West Pratt Avenue  
City: Lincolnwood  
State/Zip Code: Illinois, 60712

Entity:

☐ Individual(s) ☐ Association☐ General Partnership ☐ Limited Partnership☒ Corporation of Delaware☐ Other \_\_\_\_\_

Citizenship \_\_\_\_\_

## 3. Description of the interest conveyed:

☐ Assignment ☐ Change of Name ☒ Other: Merger and change-of-name☐ Security Agreement ☐ MergerExecution date of attached document October 16, 2001

If not domiciled in the United States, a domestic representative designation is attached:

☐ yes ☐ no

(The attached document must not be an assignment)

Additional name(s) and addresses attached:

☐ yes ☒ no4. Application number(s) or registration number(s). Additional sheet attached? ☐ yes ☒ no

## A. Trademark Application No.(s)

75/553,069

## B. Trademark Registration No.(s)

1,179,022  
733,078  
1,753,473  
1,778,292  
1,898,691  
1,187,106

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

Name: Joanne Ludovici-Lint, Esq.  
FIRM: McDermott, Will & Emery  
Address: 600 13th Street, N.W.  
City/State/Zip: Washington, D.C. 20005-3096

04/17/2002 6TON11 00000202 500417 75553069

01 FC:401 40.00 CH  
02 FC:482 150.00 CH6. Number of applications and registrations involved: 77. ☐ The \$\_\_\_\_\_ filing fee is enclosed.8. ☒ Please charge the \$190.00 filing fee to  
Deposit Account No. 500417.  
(duplicate copy of this page attached)9. ☒ Please charge any deficiencies in fees or credit  
any overpayment to Deposit Account No. 500417.

DO NOT USE THIS SPACE

## 10. 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.

Joanne Ludovici-Lint, Esq.  
Name of Person Signing

Signature

April 10, 2002  
DateTotal number of pages comprising coversheet: 1

State of Delaware  
Office of the Secretary of State PAGE 1

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I, HARRIET SMITH WINDSOR, 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:

"BELL & HOWELL COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "BH ACQUISITION, INC." UNDER THE NAME OF "BELL & HOWELL COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF OCTOBER, A.D. 2001, AT 11 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3419439 8100M

AUTHENTICATION: 1392897

010514215

DATE: 10-16-01

TRADEMARK  
REEL: 002485 FRAME: 0843

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
BELL & HOWELL COMPANY  
(a Delaware corporation)  
INTO  
BH ACQUISITION, INC.  
(a Delaware corporation)

\* \* \* \*

BH ACQUISITION, INC. a corporation organized and existing under the Delaware General Corporation Law, DOES HEREBY CERTIFY THAT:

1. Bell & Howell Company is a business corporation incorporated on June 6, 2001 under the laws of the State of Delaware ("Bell & Howell").
2. BH Acquisition, Inc. is a business corporation incorporated on July 27, 2001 under the laws of the State of Delaware ("BH Acquisition").
3. BH Acquisition is the owner of all of the outstanding shares of stock of Bell & Howell and BH Acquisition hereby merges Bell & Howell with and into itself (the "Merger") with BH Acquisition being the surviving corporation (the "Surviving Corporation").
4. The name of the Surviving Corporation shall be changed to "Bell & Howell Company" a Delaware corporation.
5. Article First of the Certificate of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"FIRST: The name of the corporation is Bell & Howell Company."

6. The Board of Directors of BH Acquisition, by unanimous written consent dated October 16, 2001, approved and adopted the following resolutions for the merger of Bell & Howell into BH Acquisition:

RESOLVED, that BH Acquisition merge and it hereby does merge into itself Bell & Howell; and

FURTHER RESOLVED, that the surviving corporation to the merger shall have the corporate name "Bell & Howell Company,"

FURTHER RESOLVED, that the officers of BH Acquisition are authorized and directed to take any and all actions and execute and deliver any and all documents, including a Certificate of Ownership and Merger, necessary or desirable to effect the Merger.

7. The Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, BH Acquisition, Inc. has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 16<sup>th</sup> day of October, 2001.

BH ACQUISITION INC.

By 

Name: William J. McGrath

Title: Assistant Secretary

IN WITNESS WHEREOF, BH Acquisition, Inc. has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 16<sup>th</sup> day of October, 2001.

BH ACQUISITION, INC.

By 

Name: William J. McGrath

Title: Assistant Secretary