

12-13-2002



Tab settings

To the Honorable Commissioner of F

102310334

enclosed are the attached original documents or copy thereof.

1. Name of conveying party(ies): 12-10-02  
**KELMSCOTT COMMUNICATIONS LLC**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other Limited Liability Company

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

2. Name and address of receiving party(ies)  
Name: **KELMSCOTT HOLDINGS, LLC**  
Internal Address: Kscott Corp.  
Street Address: 270 Park Avenue  
City: New York State: NY Zip: 10017

Individual(s) citizenship  
 Association  
 General partnership  
 Limited Partnership  
 Corporation-State  
 Other Limited Liability Company

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       Merger  
 Security Agreement       Change of Name  
 Other

Execution Date: November 27, 2002

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) 76/141,085;  
76/270,236

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,418,395; 2,518,071

5. Name and address of party to whom correspondence concerning documents should be mailed:  
Name: Scott D. Minden  
Howard, Rice, Nemerovski, Canady, Falk &  
Internal Address: Rabkin, PC  
3 Embarcadero Center, 7th Floor  
San Francisco, CA 94111-4024

Street Address: 3 Embarcadero Center, 7th Floor  
Phone: 415/434-1600  
City: San Francisco State: CA Zip: 94111-4024

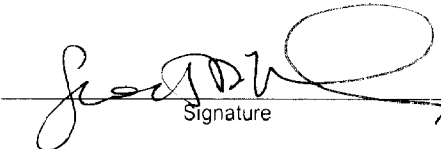
6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) ..... \$115.00  
 Enclosed; IF FOUND INSUFFICIENT, THEN  
 Authorized to be changed to deposit account

8. Deposit account number:  
08-2792

**DO NOT USE THIS SPACE**

9. Signature.  
Scott D. Minden  
Name of Person Signing

  
Signature

December 4, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 5

12/12/2002 LMUELLER 00000104 76141085

01 FC:8521  
02 FC:8522

40.00 DP  
75.00 GP

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

# Delaware

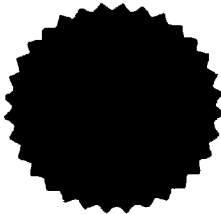
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*The First State*

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 MERGER, WHICH MERGES:

"KELMSCOTT COMMUNICATIONS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "KELMSCOTT HOLDINGS, LLC" UNDER THE NAME OF "KELMSCOTT COMMUNICATIONS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2002, AT 4 O'CLOCK P.M.



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

3591070 8100M

AUTHENTICATION: 2116419

020734996

DATE: 11-27-02

TRADEMARK  
REEL: 002632 FRAME: 0790

FROM WHITE & CASE LLP NYCFAX DEPT

(WED) 11. 27. 02 15:53 / ST. SECRETARY OF STATE P 2  
 STATE OF DELAWARE  
 DIVISION OF CORPORATIONS  
 FILED 04:00 PM 11/27/2002  
 020734996 - 3591070

**CERTIFICATE OF MERGER**

**MERGING**

**KELMSCOTT COMMUNICATIONS LLC**

**INTO**

**KELMSCOTT HOLDINGS, LLC**

\*\*\*\*\*

The undersigned Delaware limited liability company, acting pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"):

**DOES HEREBY CERTIFY:**

**FIRST:** The name and jurisdiction of formation or organization of the constituent entities are as follows:

<u>Name</u>	<u>Jurisdiction of Organization or Formation</u>
Kelmscott Holdings, LLC	Delaware
Kelmscott Communications LLC	Delaware

**SECOND:** Kelmscott Holdings, LLC and Kelmscott Communications LLC have entered into an Agreement and Plan of Merger, dated as of November 27, 2002 (the "Merger Agreement"), providing for the merger of Kelmscott Communications LLC with and into Kelmscott Holdings, LLC, pursuant to the provisions of the LLC Act. The Merger Agreement has been approved and executed by each of the constituent companies in accordance with Section 18-209 of the LLC Act.

**THIRD:** The name of the Delaware limited liability company surviving the merger is Kelmscott Holdings, LLC. The certificate of formation of the Delaware limited liability company surviving the merger shall be the certificate of formation of Kelmscott Holdings, LLC. Immediately upon the consummation of the merger, the name of the Delaware limited liability company surviving the merger shall be changed from "Kelmscott Holdings, LLC" to "Kelmscott Communications LLC".

**FOURTH:** The merger of Kelmscott Communications LLC with and into Kelmscott Holdings, LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**FIFTH:** The executed Merger Agreement is on file at the place of business of Kelmscott Holdings, LLC, % Kscott Corp., 270 Park Avenue, New York, New York 10017.

**SIXTH:** A copy of the Merger Agreement will be furnished by Kelmscott Holdings, LLC, on request and without cost, to any member of Kelmscott Communications LLC or to any member of Kelmscott Holdings, LLC.

FROM WHITE & CASE LLP NYCFAX DEPT

(WED) 11. 27. 02 15:54/ST. 15:53/NO. 4854581752 P 3

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of this 27th day of November, 2002 by an authorized person on behalf of the surviving Delaware limited liability company.

KELMSCOTT HOLDINGS, LLC

By: 

Name: Anna Marie Greer

Title: Authorized Person