

FORM PTO-1594 (7/97) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies):  
 Sanford Corporation  
 Entity: Corporation-State of Illinois  
 Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):  
 Name: PEN & PENCIL, INC.  
 Address: 2711 Washington Blvd.  
Bellwood, IL 60104  
 Entity: Corporation, State of Illinois

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
 Date: December 19, 1996

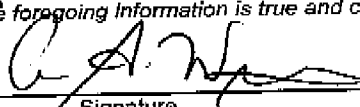
If assignee is not domiciled in the United States, an appointment of domestic representative is attached:  Yes  No  
 Additional name(s) & address(es) attached:  Yes  No

4. Application or Registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_ B: Trademark Registration No.(s)  
2,010,065  
 Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Please send the recorded assignment back by fax to 312/258-5700 to the attention of:  
 Debbie Nowicki, Trademark Paralegal  
 Schiff Hardin & Waite  
 P.O. Box 06079  
 Chicago, IL 60606-0079  
 Ref. No(s): \_\_\_\_\_

6. Total number of trademark applications and registrations involved: 1  
 7. Total Fee (37 CFR 3.41) ..... \$40.00  
 Authorization is given to charge the deposit account for the above fee and any additional fees required or to credit any overpayment.  
 8. Deposit Account Number: 19-0409

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.  
Adam S. Weiss   
 Name of Person Signing Signature Date April 22, 2003  
 Total number of pages including cover sheet and attached documents: 22

Mail documents to be recorded and required cover sheet information to:  
 By Fax: 703/306-5995  
 Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

FORM PTO-1594  
(Rev. 6-93)

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06-11-1997



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

MAY 30 1997

RECEIPT ACTING DIV.

OMB No. 0051-0011 (exp. 4/94)

Tab settings

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

75-003-50  
MILLI

1. Name of conveying party(ies):

SANFORD CORPORATION

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 19, 1996

2. Name and address of receiving party(ies)

Name: PEN & PENCIL, INC.

Internal Address: 2711 Washington Blvd.

Street Address: 2711 Washington Blvd.

City: Bellwood State: IL ZIP: 60104

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State ILLINOIS
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(See Attached Schedule)

Additional numbers attached?  Yes  No

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

Name: Mary A. Miller

Internal Address: Foley & Lardner

777 East Wisconsin Avenue

Milwaukee, WI 53202-5367

Street Address: Foley & Lardner

777 East Wisconsin Avenue

City: Milwaukee State: WI ZIP: 53202

6. Total number of applications and registrations involved: 86

7. Total fee (37 CFR 3.41).....\$ 2,255.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page 128 if paying by deposit account)

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 attached copy is a true copy of the original document.

Mary A. Miller  
Name of Person Signing

Mary A. Miller  
Signature

May 29, 1997  
Date

Total number of pages including cover sheet, attachments, and documents: 9

## Guidelines for Completing Trademarks Cover Sheets

Cover Sheet information must be submitted with each document to be recorded. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets, including any attached pages for continuing information, must accompany the document. All pages of the cover sheet should be numbered consecutively, for example, if both a patent and trademark cover sheet is used, and information is continued on one additional page for both patents and trademarks, the pages of the cover sheet would be numbered from 1 to 4.

### Item 1. Name of Conveying Party(ies).

Enter the full name of the party(ies) conveying the interest. If there is more than one conveying party, enter a check mark in the "Yes" box to indicate that additional information is attached. The name of the second and any subsequent conveying party(ies) should be placed on an attached page clearly identified as a continuation of the information in Item 1. Enter a check mark in the "No" box, if no information is contained on an attached page.

### Item 2. Name and Address of Receiving Party(ies).

Enter the name and full address of the first party receiving the interest. If there is more than one party receiving the interest, enter a check mark in the "Yes" box to indicate that additional information is attached. If the receiving party is an assignee not domiciled in the United States, a designation of domestic representative is required. Place a check mark in appropriate box to indicate whether or not a designation of domestic representative is attached. Enter a check mark in the "No" box if no information is contained on an attached page.

### Item 3. Nature of Conveyance.

Place a check mark in the appropriate box describing the nature of the conveying document. If the "Other" box is checked, specify the nature of the conveyance. Enter the execution date of the document. It is preferable to use the name of the month, or an abbreviation of that name, in order that confusion over dates is minimized.

### Item 4. Application Number(s) or Registration Number(s).

Indicate the application number(s) including series code and serial number, and/or registration number(s) against which the document is to be recorded. Enter a check mark in the appropriate box: "Yes" or "No" if additional numbers appear on attached pages. Be sure to identify numbers included on attached pages as the continuation of Item 4.

### Item 5. Name and Address of Party to whom correspondence concerning the document should be mailed.

Enter the name and full address of the party to whom correspondence is to be mailed.

### Item 6. Total Applications and Patents Involved.

Enter the total number of applications and trademarks identified for recordation. Be sure to include all applications and registrations identified on the cover sheet and on additional pages.

### Block 7. Total Fee Enclosed.

Enter the total fee enclosed or authorized to be charged. A fee is required for each application and patent against which the document is recorded.

### Item 8. Deposit Account Number.

Enter the deposit account number to authorize charges. Attach a duplicate copy of cover sheet to be used for the deposit charge account transaction.

### Item 9. Statement and Signature.

Enter the name of the person submitting the document. The submitter must sign and date the cover sheet, confirming that to the best of the persons knowledge and belief, the information contained on the cover sheet is correct and that any copy of the document is a true copy of the original document. Enter the total number of pages including the cover sheet, attachments, and document.

Public burden reporting for this sample cover sheet is estimated to average approximately 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed to complete the sample cover sheet. Send your comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (065-0011), Washington, D.C. 20503 (DO NOT SEND COMPLETED COVER SHEETS WITH ASSIGNMENTS TO THE USPTO).

**SANFORD CORPORATION  
UNITED STATES TRADEMARK REGISTRATIONS**

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
PREMIUM	70,510	September 8, 1908
LIBRARY (Stylized)	70,802	October 6, 1908
SANFORD (Stylized)	82,832	July 25, 1911
GRIPPIT	135,366	September 28, 1920
PENIT	337,787	August 18, 1936
SANFORD'S (Stylized)	406,914	May 9, 1944
SANFORD'S (Stylized)	407,037	May 16, 1944
ELEPHANT	669,145	November 4, 1958
POGO	702,760	August 16, 1960
MR. SKETCH INSTANT WATER COLOR WICK TIP (& Design)	791,852	June 29, 1965
MR. SKETCH	791,853	June 29, 1965
MAJOR ACCENT	797,227	October 5, 1965
SHARPIE (Stylized)	807,818	May 3, 1966
BIG SIG	817,808	November 1, 1966
20/20	822,891	January 24, 1967
VIS-A-VIS (Stylized)	824,065	February 14, 1967
LOGO	865,007	February 18, 1969
EXPO	865,009	February 18, 1969
PEN-O-PAKE	868,695	April 29, 1969
POCKET ACCENT	871,335	June 17, 1969
EXPRESSO	879,091	October 21, 1969
SANFORD'S	889,755	April 21, 1970
FIDDLE STICKS	905,542	January 5, 1971
IMPACT	913,588	June 8, 1971
RUE-A-DUB (Stylized)	928,755	February 8, 1972
SANFORD'S	948,155	December 5, 1972
GHOST WRITER	976,396	January 8, 1974
SANFORD'S	999,479	December 17, 1974
SANFORD'S (& Design)	1,002,426	January 28, 1975
GLAD RAGS	1,056,823	January 25, 1977
MEAN STREAK	1,083,498	January 24, 1978
MAGNUM 44 (& Design)	1,090,875	May 9, 1978
COLOROSIN PC	1,091,809	May 23, 1978

**SANFORD CORPORATION  
UNITED STATES TRADEMARK REGISTRATIONS**

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
DIDDLE DADDLE	1,102,689	September 19, 1978
SOLVENE	1,105,404	November 7, 1978
POM STAMPER	1,110,013	December 26, 1978
CALLIGRAPHIC (Stylized)	1,138,747	August 19, 1980
ROLL-ON (& Design)	1,148,013	March 3, 1981
PENGUIN	1,148,907	March 24, 1981
SPINNAKER	1,167,277	September 1, 1981
EXPO TICKLER (Stylized)	1,245,836	July 19, 1983
PENIT	1,354,023	August 13, 1985
SILVER COAT	1,361,845	September 24, 1985
GOLD COAT	1,361,846	September 24, 1985
DISKRIBE	1,361,857	September 24, 1985
ACCENT	1,404,028	August 5, 1986
IMPRESTO	1,409,383	September 16, 1986
SCAN ACCENT	1,432,925	March 17, 1987
MINT PRINT	1,540,464	May 23, 1989
SANFORD (& Design)	1,569,047	December 5, 1989
ACCENT BRIGHT	1,648,848	June 25, 1991
BRIGHT STICKS	1,648,850	June 25, 1991
SANFORD (& Design)	1,717,366	September 22, 1992
SAGA	1,788,145	August 17, 1993
DIGIT	1,788,146	August 17, 1993
TECHNICIAN	1,789,395	August 24, 1993
ZEZE	1,789,396	August 24, 1993
EXTEND	1,794,953	September 28, 1993
CELEBRITY	1,832,192	April 19, 1994
REDINGTON	1,836,736	May 17, 1994
EXPO	1,848,462	August 9, 1994
FLIP CHART	1,879,690	February 21, 1995
TUFF STUFF	1,884,854	March 21, 1995
MARKAWAY	1,953,439	January 30, 1996
FURYS	1,974,298	May 14, 1996
AFFECTS	1,978,893	June 4, 1996
CHILLS	1,986,217	July 9, 1996

SANFORD CORPORATION  
UNITED STATES TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
POWER MARK	1,987,489	July 16, 1996
EFFECTS	1,989,138	July 23, 1996
CLICKSTER	1,989,270	July 23, 1996
WRITE WORX	1,998,684	September 3, 1996
* PINK PET	→ 2,101,065	October 22, 1996
SILHOUETTE	2,041,454	February 25, 1997
PRINCIPALS	2,058,325	April 29, 1997

SANFORD CORPORATION  
UNITED STATES PENDING TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>APPLICATION DATE</u>
LIGHTS	75/057,829	February 14, 1996
SHATTERS	75/148,612	August 12, 1996
PLAY IT HARD	75/148,624	August 12, 1996
BEADS	75/148,702	August 12, 1996
FOILS	75/148,933	August 12, 1996
SANFORD READY-FLOW INK	75/163,632	September 10, 1996
MARK WHATEVER YOU WANT	75/163,703	September 10, 1996
PHD	75/197,320	November 13, 1996
CRANKER	75/204,997	November 27, 1996
SPLAT	75/205,209	November 27, 1996
SPLITS	75/220,354	January 2, 1997
NUBBS	75/220,589	January 2, 1997

\* Should be: 2,010,065

Form **BCA-10.30**  
(Rev. Jan. 1995)

**ARTICLES OF AMENDMENT**

File # 5387-920-9

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832

**FILED**

DEC 19 1996

GEORGE H. RYAN  
SECRETARY OF STATE

PAID

DEC 20 1996

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 12-19-96  
Franchise Tax \$  
Filing Fee \$ 25.00  
Penalty \$  
Approved: [Signature]

Remit payment in check or money  
order, payable to "Secretary of State."

\*The filing fee for articles of  
amendment - \$25.00

1. CORPORATE NAME: Sanford Corporation (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:  
The following amendment of the Articles of Incorporation was adopted on December 18, 1996

19 \_\_\_\_ in the manner indicated below. (\*X\* one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected: (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by 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 Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

Pen & Pencil, Inc.

(NEW NAME)

**EXPEDITED**

DEC 19 1996

SECRETARY OF STATE

All changes other than name, include on page 2  
(over)

TRADEMARK

REEL: 002637 FRAME: 0607

**Text of Amendment**

b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*



4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated <u>December 15</u> , 19 <u>91</u> attested by <u>[Signature]</u> (Signature of Secretary or Assistant Secretary) <u>Richard H. Wolff, Secretary</u> (Type or Print Name and Title)	<u>Sanford Corporation</u> (Exact Name of Corporation at date of execution) by <u>[Signature]</u> (Signature of President or Vice President) <u>Dale L. Matschullat, Vice President</u> (Type or Print Name and Title)
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7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, 19 \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## NOTES and INSTRUCTIONS

- NOTE 1:** State the true exact corporate name as it appears on the records of the office of the Secretary of State. BEFORE any amendments herein reported.
- NOTE 2:** Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3:** Directors may adopt amendments without shareholder approval in only seven instances, as follows:
- (a) to remove the names and addresses of directors named in the articles of incorporation;
  - (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
  - (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
  - (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
  - (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
  - (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
  - (g) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4:** All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
- The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5:** When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

File Number

5387-920-9

# State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SANFORD CORPORATION 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, George H. Ryan, 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 19TH day of DECEMBER A.D. 19 96 and of the Independence of the United States the two hundred and 21ST



*George H Ryan*

Secretary of State

C-2122

RECORDED: 04/22/2003

TRADEMARK

REEL: 002637 FRAME: 0611