

RECC

04-15-2003



To the Honorable Commissioner of Patent

102419853

Documents or copy thereof.

4-10-03

1. Name of conveying party(ies):

Murray Envelope Corporation

2. Name and address of receiving party(ies):

Mail-Well I Corporation  
23 Inverness Way East  
Suite 160  
Englewood, CO 80112

3. Nature of conveyance:

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

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

4. Executive Date: December 28, 2000

5. Effective Date: January 1, 2001

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  yes;  No

(Designations must be a separate document from Assignment)

6. Application number(s) or registration number(s):  
7. Trademark Application No.(s):

B. Trademark Registration No.(s):

0758450

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

Barbara A. Friedman  
Attn: TMSU  
Morgan. Lewis & Bockius LLP  
111 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004

Telephone: 202-739-5795  
Facsimile: 202-739-7001  
E-Mail: bfriedman@morganlewis.com

6. Total number of applications and registrations involved:

7. Total fee (37 C.F.R. § 3.41) \$40.00

Authorized to charge payment to deposit account.

8. Deposit account number:

13-4520

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.

Barbara A. Friedman  
Name of Person Signing

*Barbara A. Friedman*  
Signature

April 10, 2003  
Date

Total number of pages including cover sheet, attachments and document: 6

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01 FC:802 40.00 CH

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 28, 2000, by and between MURRAY ENVELOPE CORPORATION, a Mississippi corporation ("Murray") and MAIL-WELL I CORPORATION, a Delaware corporation ("MWI").

WHEREAS, Murray is a wholly owned subsidiary of Mail-Well I Corporation; and

WHEREAS, the Board of Directors of Mail-Well I Corporation deemed it in the best interest of Murray Envelope Corporation to merge with and into Mail-Well I Corporation; and

NOW, THEREFORE, in consideration of these premises and the mutual covenants contained herein, the parties agree as follows:

1. Plan of Merger. Effective upon filing of the Certificate of Merger with the Secretary of the State of Delaware (the "Effective Time"), Murray will merge with and into MWI, and the separate corporate existence of Murray shall cease and MWI shall be the surviving corporation, whose name shall remain unchanged.

2. Terms and Effect of Merger.

2.1 No Conversion of Shares. At the Effective Time: (a) each outstanding share of capital stock of MWI shall not be converted or exchanged, but shall remain outstanding as a duly issued and authorized share of capital stock of MWI; and (b) all shares of Murray capital stock (i) shall be canceled and shall cease to exist, and (ii) no MWI stock shall be issued in conversion of or exchange for the former stock of Murray.

2.2 Succession to Rights, Interests and Liabilities. At the Effective Time, MWI shall succeed to all of the rights, property and subsidiaries, and all of the obligations and liabilities of Murray without further action, instrument or deed.

2.3 Certificate of Incorporation. The Certificate of Incorporation of MWI as existing and in effect at the Effective Time shall be and continue as the Certificate of Incorporation of MWI after the Effective Time, until the same shall be amended or repealed as provided by the Delaware General Corporation Law (DGCL) or by the terms of such Certificate of Incorporation.

2.4 Bylaws. The Bylaws of MWI as existing and in effect at the Effective Time shall be and continue as the Bylaws of MWI after the Effective Time, until the same shall be amended or repealed as provided by the terms of such Bylaws.

3. Officers and Directors. After the Effective Time, all of the officers of Murray shall thenceforth hold no offices therewith, except insofar as such officers and directors hold such offices with MWI.

4. Articles/Certificates of Merger. In order to effectuate the Merger, Murray shall cause to be filed, with the Secretary of the State of Mississippi, Articles of Merger and MWI shall cause to be filed, with the Secretary of the State of Delaware, a Certificate of Merger in the form contemplated by the applicable provisions of the DGCL, attaching a copy of this Agreement and incorporating this Agreement by reference, and shall execute and deliver such other documents, instruments or certificates as may be required to accomplish same.

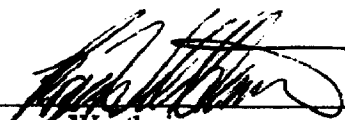
5. Fees and Franchise Taxes. MWI will be responsible for the payment of all such fees and franchise taxes and MWI will be obligated to pay such fees and franchise taxes.

6. Successors. This Agreement shall inure to the benefit of the parties hereto and their respective successors, heirs and assigns.


7. Entire Understanding. This Agreement constitutes the entire understanding of the parties hereto, and there are no oral or written statements, representations or agreements that modify or amend any of the terms hereof.

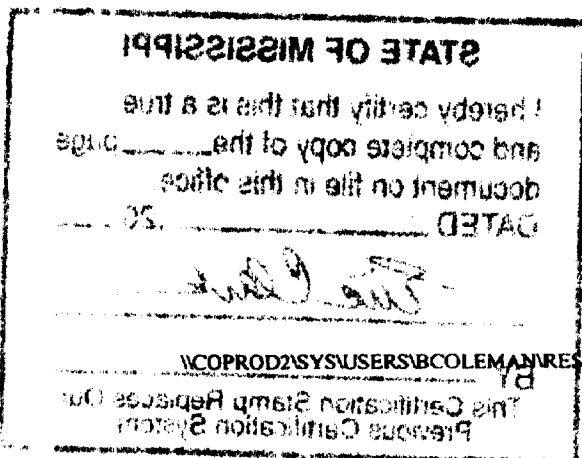
IN WITNESS WHEREOF, the parties hereto have duly caused this Agreement to be executed as of the date first above written.

**MURRAY ENVELOPE CORPORATION**  
a Mississippi corporation

By:   
\_\_\_\_\_  
Roger Wertheimer  
Vice President-General Counsel and Secretary

**MAIL-WELL I CORPORATION**  
a Delaware corporation

By:   
\_\_\_\_\_  
Roger Wertheimer  
Vice President-General Counsel and Secretary



OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333  
Articles of Merger or Share Exchange  
Profit Corporation

1-26-01



The undersigned corporation pursuant to Section 79-4-11.05, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

Murray Envelope Corporation

2. Name of Corporation 2

Mail-Well I Corporation

3. Name of Corporation 3

4. The future effective date is  
(Complete if applicable)

January 1, 2001

5. The plan of merger or share exchange. (Attach page)

6. Mark appropriate box.

(a) Shareholder approval of the plan of merger or share exchange was not required.

OR

(b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast



Articles of Merger or Share Exchange  
Profit Corporation

AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

Murray Envelope Corporation

By: Signature

(Please keep writing within blocks)

Printed Name

Roger Wertheimer

Title

V.P.-General Counsel and Secretary

Articles of Merger or Share Exchange  
Profit Corporation



Name of Corporation 2

Mail-Well I Corporation

By: Signature

*[Handwritten Signature]*

(Please keep writing within blocks)

Printed Name

Roger Wertheimer

Title

V.P.-General Counsel  
and Secretary

Name of Corporation 3

[Empty box for Corporation 3 name]

By: Signature

[Empty signature box]

(Please keep writing within blocks)

Printed Name

[Empty printed name box]

Title

[Empty title box]

NOTE

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting.
2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.
3. The articles must be similarly executed by each corporation that is a party to the merger.