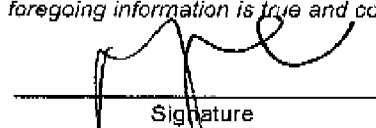


Docket No. 100001-00026 / ami

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings $\leftrightarrow$ $\leftrightarrow$ $\leftrightarrow$		<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>		U.S. DEPARTMENT OF COMMERCE U.S. 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): DAY RUNNER, INC.  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>OLD DR, INC.</u> Internal Address: <u>c/o Kayne Anderson Investment Management</u>  Street Address: <u>1800 Avenue of the Stars, Second Floor</u> City: <u>Los Angeles</u> State: <u>California</u> Zip: <u>90067</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>November 4, 2003</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/379,461</u> <u>76/325,215</u>			B. Trademark Registration No.(s) <u>2,185,299</u> <u>1,946,378</u> <u>1,934,906</u> <u>1,381,281</u> <u>2,265,632</u> <u>1,938,002</u> <u>1,904,400</u> <u>2,113,058</u>		
			Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Mark P. Levy</u> Internal Address: <u>Thompson Hine LLP</u> <u>2000 Courthouse Plaza NE</u>  <u>10 West Second Street</u> Street Address:  City: <u>Dayton</u> State: <u>Ohio</u> Zip: <u>45402</u>			6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">24</span>		
			7. Total fee (37 CFR 3.41)..... \$ <u>615.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: <u>20-0809</u> (Attach duplicate copy of this page if paying by deposit account)		
<b>DO NOT USE THIS SPACE</b>					
9. Statement and signature. <i>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.</i>  <u>Mark P. Levy, Reg. No. 27,922</u> Name of Person Signing  <u>5-25-04</u> Signature      Date Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">3</span>					

CH \$615.00 200809 76379461

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

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

**Page 2**

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

B. Trademark Registration No.(s)

2,565,890  
2,223,147  
1,339,189  
2,433,991  
2,598,344  
2,601,482  
2,462,346  
2,643,226  
1,966,339  
1,963,861  
2,071,967  
1,336,645  
2,798,592  
2,716,481

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:44 PM 11/05/2003  
FILED 12:44 PM 11/05/2003  
SRV 030710901 - 2337142 FILE

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
DAY RUNNER, INC.**

DAY RUNNER, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation, as heretofore amended, set forth in the following resolution was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

"NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation, as heretofore amended, be amended as follows:

Article I shall be amended in its entirety to read as follows:

Article I

The name of this corporation is Old DR, Inc."

IN WITNESS WHEREOF, DAY RUNNER, INC. has caused this Certificate to be signed by its duly authorized officer, this 4th day of May, 2003.

DAY RUNNER, INC.

By:

  
Mark Majeski, President