

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Esselte	FORMERLY Esselte N.V.	10/04/2005	CORPORATION: BELGIUM
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Esselte Business B.V.B.A.		
<b>Street Address:</b>	Industriepark-Noord 30		
<b>City:</b>	St. Niklass		
<b>State/Country:</b>	BELGIUM		
<b>Postal Code:</b>	BE-9100		
<b>Entity Type:</b>	CORPORATION: BELGIUM		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2529439	YOU2	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)527-7701		
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<b>Correspondent Name:</b>	Heather C. Wilde and Melvin C. Garner		
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<b>Address Line 4:</b>	New York, NEW YORK 10150-5257		
<b>ATTORNEY DOCKET NUMBER:</b>	06150/8201532-000		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Darby & Darby P.C.		
<b>Address Line 1:</b>	P.O. Box 5257		
<b>Address Line 4:</b>	New York, NEW YORK 10150-5257		

OP \$40.00 2529439

NAME OF SUBMITTER:	Heather C. Wilde
Signature:	/Heather C Wilde/
Date:	11/08/2005

**Total Attachments: 11**

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**TRADEMARK ASSIGNMENT**

WHEREAS, **Esselte N.V.**, a corporation that was organized under and by virtue of the laws of Belgium and had a place of business at Industriepark-Noord 30, St. Niklass, Belgium BE-9100 changed its corporate name to **Esselte** on September 12, 2003 by a corporate resolution, a copy of which is attached hereto as Schedule A;

WHEREAS, **Esselte** (formerly known as **Esselte N.V.**) a corporation organized and existing under and by virtue of the laws of Belgium and having a place of business at Industriepark-Noord 30, St. Niklass, Belgium BE-9100 (herein "Assignor"), owns and has used in its business the trademarks listed in the attached Schedule B (the "Assigned Trademarks"); and

WHEREAS, **Esselte Business B.V.B.A.**, a corporation organized and existing under and by virtue of the laws of Belgium and having a place of business at Industriepark-Noord 30, St. Niklass, Belgium BE-9100 (herein "Assignee"), is desirous of acquiring the entire, right, title and interest in and to the Assigned Trademark and in and to any registrations, renewals and extension that may be granted thereon, together with the good will of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor has sold, assigned, transferred and by these presents does hereby sell, assign, and transfer unto Assignee, its successors or assigns, the entire right, title and interest in and to the Assigned Trademarks and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof.

**ESSELTE**

Dated: 04 October 2005

By: \_\_\_\_\_



Hilde Noppen

Title: Deputy Managing Director

**Part B:** Copy to be published in the appendices to the Belgian Official Gazette after the filing of the deed with the Clerk to the Court

\*03102288\*

Clerk to the Court  
of Commerce  
26 SEP 2003  
DENDERMONDE

Name: **ESSELTE NV**  
Corporate status: Naamloze vennootschap  
Principal office: 9100 Sint-Niklaas, Industriepark Noord 30  
P.O. Box 85  
Enterprise no.: 0405025280  
**Subject of the deed:** CHANGE OF CORPORATE STATUS

It appears from minutes prepared by Maître Philippe Verlinden, Notary at Sint-Niklaas, on the twelfth of September two thousand and three, "registered at the Sint-Niklaas II Office on the eighteenth of September two thousand and three, seven pages, four corrections, volume 636, page 5, space 14, received: twenty-five (€ 25.00) euros: the Cashier (signed) C. Vergauwen", that an Extraordinary General Meeting of "ESSELTE NV" naamloze vennootschap was held as follows:

**IN THE YEAR TWO THOUSAND AND THREE**

**ON THE TWELFTH OF SEPTEMBER**

at Sint-Niklaas, Industriepark-Noord 30,

Before me, Maître PHILIPPE VERLINDEN, Notary practising at Sint-Niklaas,  
DID MEET

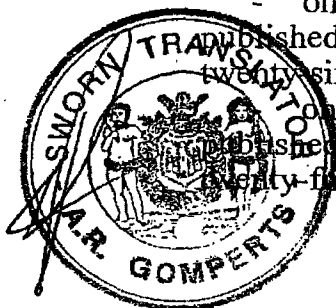
The Extraordinary General Meeting of "ESSELTE NV" naamloze vennootschap, with principal office at 9100 Sint-Niklaas, Industriepark-Noord 30, P.O. Box 85

Entered in the commercial register at Dendermonde, formerly section Sint-Niklaas, under number 28.283;

Company incorporated pursuant to deed executed before Notary Jean-Claude Stallaerts at Sint-Joost-ten-Noode on the twelfth of December nineteen hundred sixty-three, published in the appendices to the Belgian Official Gazette of the twenty-sixth, twenty-seventh, and twenty-eighth of December of the same year, under number 33.625.

The articles of association were amended by the same notary, Jean-Claude Stallaerts:

- on the ninth of June nineteen hundred and sixty-five,  
published in the appendices to the Belgian Official Gazette of the  
twenty-sixth of July of the same year, under number 20740;  
- on the thirtieth of April nineteen hundred and seventy,  
published in the appendices to the Belgian Official Gazette of the  
twenty-first of May of the same year, under number 1338-13;



- on the twentieth of March nineteen hundred and seventy-three, published in the appendices to the Belgian Official Gazette of the thirty-first of March of the same year, under number 772-9;

- on the twenty-ninth of November nineteen hundred and nineteen hundred and seventy-three, published in the appendices to the Belgian Official Gazette of the twenty-second of November of the same year, under number 3726-16;

- on the fourteenth of November nineteen hundred and seventy-five, published in the appendices to the Belgian Official Gazette of the twenty-ninth of November of the same year, under number 4093-3;

- on the thirtieth of March nineteen hundred and seventy-nine, published in the appendices to the Belgian Official Gazette of the twenty-seventh of April of the same year, under number 696-15;

The articles of association were then amended by deed executed before Notary Claude Mondelaers of Anderlecht on the eighteenth of July nineteen hundred and eighty, published in the appendices of the Belgian Official Gazette of the first of August of the same year, under number 1662-15;

The articles of association were then amended by deed executed before Notary Hans Berquin of Brussels on the twenty-eighth of December nineteen hundred and eighty-three, published in the appendices of the Belgian Official Gazette of the twenty-seventh of January of nineteen hundred and eighty-four, under number 874-3;

The articles of association were then amended by deed executed before Notary Denis Deckers at Brussels:

- on the twenty-ninth of November nineteen hundred and ninety-three, published in the appendices to the Belgian Official Gazette of the twenty-eighth of January nineteen hundred and ninety-four, under number 940128-407;

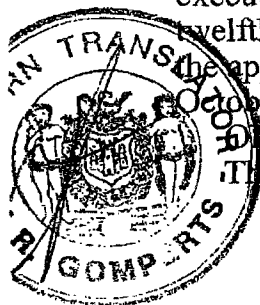
- on the twentieth of December nineteen hundred and ninety-five, published by abstract in the appendices to the Belgian Official Gazette of the twentieth of January nineteen hundred and ninety-six, under number 960120-409;

The articles of association were amended by resolution of the General Meeting of twenty-fourth of May two thousand in accordance with article forty-seven of the Law of the thirtieth of October nineteen hundred and ninety-eight concerning the Euro, published in the appendices to the Belgian Official Gazette of the twenty-third of June of the same year, under number 20000823-98;

The articles of association were amended most recently by deed executed before notary Philippe Verlinden of Sint-Niklaas on the twelfth of September two thousand and two, published by abstract in the appendices to the Belgian Official Gazette of the fourth of October two thousand and three, under number 20021004-0123015

#### OPENING OF THE MEETING

The meeting was opened at nine hours and forty-five minutes



with Mr Kjell Clefjord residing at 1410 Waterloo, avenue des Sarcelles 71 in the chair;

#### OFFICERS

The Chairman nominated Mrs Hilde Noppen, residing at 3070 Kortenberg, Brouwerijstraat 48A as Secretary;

The follower were nominated as Vote Recorders: Maître Steven De Waele, advocate at Brussels.

#### COMPOSITION OF THE MEETING

The shareholders whose names and the number of shares they own are evident from the deposit [of the shares] or from the registration in the company's share register are indicated in the attendance list attached to this statement of record.

This list has been signed by the members of the company present at the meeting who so desired and by the officers of the meeting, after which the list was signed "ne varietur" by the Notary signing below.

The proxy papers mentioned in the attendance list are attached to this statement of record.

#### STATEMENT BY THE CHAIRMAN

The Chairman states and requests me, Notary, to record by deed:

I. That this meeting is held to deliberate and resolve on the following agenda:

1. Change of the company name from "Esselte NV" to "Esselte";
2. Disclosure of the state of the assets and liabilities as per the twenty-fifth of July two thousand and three, report by the Board of the Directors and the report of the Statutory Auditor on the state of the assets and liabilities and approval of the proposed transformation of the Company into a besloten vennootschap met beperkte aansprakelijkheid (private limited company pursuant to Belgian law);
3. Resignation of the Directors;
4. Discussion and approval of the new articles of association of the Company;
5. Appointment of Director-Managers (gérants);
6. Approval of any transfer of the shares of the Company.

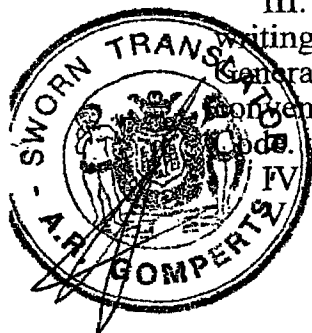
II. That all shareholders, owners of all shares representing the entire nominal capital, are present or represented at the meeting.

Consequently the meeting is validly constituted, and can validly resolve on all subjects on the agenda, without any justification regarding the convening being required.

III. The Directors and the Statutory Auditors have declared in writing that they have been informed of the date of this Extraordinary General Meeting and of its Agenda and that they waive the convening formalities provided for by article 535 of the Company Code.

That each share gives the right to one vote.

That the resolutions are adopted by simple majority vote,



with the exception of those resolutions concerning the transformation [of the corporate status of the company] and the determination of the new articles of association, both of which require approval by four fifths of the votes.

#### DELIBERATION

After this statement, which is accepted by the extraordinary general meeting, the extraordinary general meeting proceeds to consider the Agenda, and adopts the following resolutions by unanimous vote:

#### FIRST RESOLUTION - CHANGE OF COMPANY NAME

Further to the proposed transformation of the company into a besloten vennootschap met beperkte aansprakelijkheid, the meeting resolves changing the name of the company, which is currently "ESSELTE NV", into "ESSELTE".

#### SECOND RESOLUTION - REPORTS - TRANSFORMATION

##### a) reports

All the shareholders acknowledge the receipt of a copy of the special reports of the Board of Directors dated the eleventh of September two thousand and three and of the Chartered Accountant dated the twelfth of September two thousand and three, drawn up with a view to the transformation of the naamloze vennootschap into a besloten vennootschap met beperkte aansprakelijkheid and to have been informed of the report on the state of the assets and liabilities of the company prepared as per the twenty-fifth of July two thousand and three.

The Meeting discharges the Chairman from the requirement to read these reports out loud.

These reports will be filed with the Clerk to the Court of the competent Court of Commerce.

The conclusions of the report of the Statutory Auditor, "Ernst & Young, Chartered Accountants, BCV", represented by Marc Van Steenvoort, partner, read as follows:

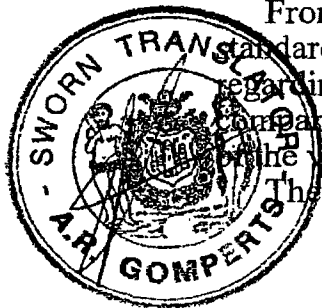
#### "4. CONCLUSION

Further to the proposed transformation of the naamloze vennootschap ESSELTE into a besloten vennootschap met beperkte aansprakelijkheid, I proceeded to the audit of the state of the assets and liabilities as per 25 July 2003;

My operations were in particular directed towards determining whether there was any overvaluation of the net assets, as apparent from the statement of the assets and liabilities as per 25 July 2003 prepared at the responsibility of the Board of Directors;

From my operations, carried out in accordance with the specific standards of the (Belgian) Institute of Chartered Accountants regarding the report to be prepared when the corporate status of a company is changed, it appears that there has been no overestimation of the value of the net assets.

The net assets of 16,808 thousand euros is not less than the



nominal capital of 82 thousand euros.

Brussels, 12 September 2003"

b) Transformation

The General Meeting then resolved to transform the naamloze vennootschap into a besloten vennootschap met beperkte aansprakelijkheid whereof the name, now changed to "Esselte", the principal office, and corporate purpose will be the same as that of the existing company and whereof the elements of the assets and liabilities, including the capital and the reserves, will be retained unchanged, without the estimated value of these elements being changed in any way.

The nominal capital of sixty-two thousand euros (€ 62,000,000) will be represented by two thousand five hundred (2,500) shares of no par value.

The shares will be granted to the shareholders in accordance with their rights to the net assets of the original company; and in particular each shareholder will receive one share in the besloten vennootschap met beperkte aansprakelijkheid in exchange for one share in the transformed naamloze vennootschap.

Each partner individually confirms that the transformation of the company shall in no case undermine or imperil the validity and applicability of the pledge referred to under the sixth resolution and that this conversion shall not give rise to the release of said pledge.

**THIRD RESOLUTION - RESIGNATION OF THE DIRECTORS OF THE COMPANY**

Martin Thomas, Kjell Clifford, Hilde Noppen, and Abraham Spierer declare that they resign as Directors of the naamloze vennootschap by reason of the transformation of same into a besloten vennootschap met beperkte aansprakelijkheid.

The meeting records the resignation of the directorships of Martin Thomas, Kjell Clifford, Hilde Noppen, and Abraham Spierer, all aforementioned.

Discharge for the exercise of their directorships will be granted further to the approval of the annual accounts at the next forthcoming annual general meeting.

This resolution is adopted subject to the suspensive condition of the transformation of the naamloze vennootschap into a besloten vennootschap met beperkte aansprakelijkheid.

**FOURTH RESOLUTION - ARTICLES OF ASSOCIATION**

After having approved each article individually, the meeting determines the articles of association of the besloten vennootschap met beperkte aansprakelijkheid resulting from the transformation as

follows:  
1. Corporate status and name

The Company is a besloten vennootschap met beperkte aansprakelijkheid and the name of the Company is "ESSELTE".

2. Principal office





The principal office is established at 9100 Sint-Niklaas,  
Industriepark-Noord 30 PB 86

### 3. Corporate purpose

The Company has as its purpose the pursuit in Belgium and other countries of the marketing, development, production, the import and export, the distribution, sale, hire and every other form of direct and indirect production, reproduction and exploitation of all means for the reproduction and preservation of information, identification machines, addressing machines, labelling machines and all kinds of office supplies, plastic products, binder systems and publication and promotional material as well as electronic, video and computer equipment.

The Company may acquire, take in lease or give in hire all personal and real property, materials and supplies, and produce, transfer or exchange same, and in general perform all transactions of a commercial, financial or industrial nature which relate directly or indirectly to its purpose, including subcontracting in general, and the exploitation of all intellectual rights and industrial or commercial properties relating to same. It may acquire all personal and real property by way of investment, even if these have neither a direct nor indirect connection with its purpose.

The Company may also furnish personal guarantees and collateral as security for the undertakings of all associate companies.

The Company may exercise the administration and supervision of all associate companies, with which it has a one or other participatory relationship and may authorize all loans of any kind and duration whatsoever to the latter. It may by contributing in monies or in kind, by merger, subscription, participation, financial intervention, or in another way hold a share in all existing companies or companies in promotion in Belgium or abroad with an identical, similar or related corporate purpose or whereof the corporate purpose is such that it is of a nature to promote its own. This list is given by way of example and is not exhaustive.

The purpose of the Company may be extended or limited by an amendment to the articles of association, in accordance with the conditions provided by the Company Code.

### 4. Nominal Capital

The entirety of the subscribed capital of the Company amounts to sixty-two thousand euros (€ 62,000,000). It is represented by two thousand five hundred (2,500) equal shares of no par value.

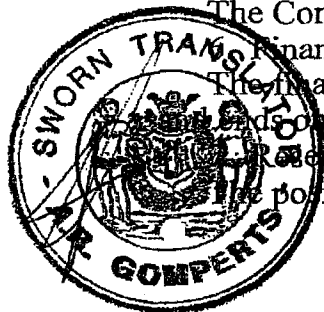
### 5. Duration of the Company.

The Company is incorporated for an indefinite period of time.

### Financial Year

The financial year of the Company starts on the first of January and ends on the thirty-first of December of the same year.

Reserves - Distribution of Profit - Liquidation premium  
The positive balance on the profit and loss account remaining



after the deduction of all charges, general costs, the necessary provisions and depreciation, constitutes the clear profit of the Company. At least one twentieth part of this profit is deducted in advance in order to create the legal reserve until such time that this reserve represents one tenth of the nominal capital. The balance is distributed among the shareholders as dividend in proportion to the number of shares held by each shareholder and the payments made upon them. Nonetheless the General Meeting may resolve to reserve part of this profit or to use it for another purpose.

The net surplus of the liquidation is distributed among the shares, on the understanding that the same rights accrue to each share.

#### 8. Annual General Meeting

The Annual General Meeting of the Company is held on the fourth Wednesday of the month of May at fifteen hours.

The convening of the members, the director-manager(s), and where applicable the statutory auditors, bond holders and holders of certificates issued with the assistance of the Company takes place in accordance with Articles 268 and 269 of the Company Code.

Every share gives the right to one vote, with the exception of those restrictions provided by law.

#### 9. Administration of the Company

The Company is administered by one or more Director-Managers (gérants), who may or may not be members of the Company.

When a juristic person is appointed as Director-Manager, this person is required to delegate a natural person who is one of its members, director-managers, directors, or employees as a permanent representative instructed to act as Director-Manager in the name of and for the account of said juristic person.

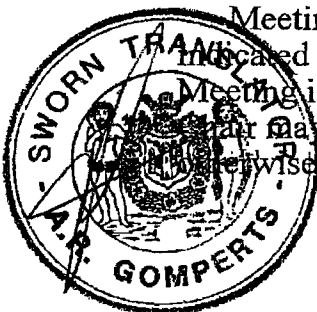
Should there be more than one Director-Manager, acts of internal administration will be discussed in advance in the Board of Director-Managers, meeting and deciding in accordance with the rules set out below.

The Board of Director-Managers is called at the invitation of at least one Director-Manager at least 24 hours prior to the planned date of the meeting.

Such an invitation may be validly made by letter, airmail, telegram, telex or fax. An invitation given by telephone is also valid.

Every Director-Manager attending a meeting of the Board or causing himself to be represented at same will be regarded as having been properly invited. A Director-Manager may also waive the right to invoke the lack of or the undue nature of the invitation either before or after the meeting at which he was not present.

Meetings of the Board of Director-Managers are held in the place indicated in the invitation, whether in Belgium or abroad. The Meeting is chaired by a Chairman designated for this purpose. The Board may appoint a Secretary, who may be a Director-Manager or otherwise.



Every Director-Manager who is unable to attend may authorize another Director-Manager to represent him at a specific meeting. A single Director-Manager may represent more than one of his fellow Director-Managers and may, in addition to his own vote, cast as many votes as the number of authorizations he has received.

The Board of Director-Managers may only validly meet if at least half of the Director-Managers are present or represented.

A decision is held to be approved if at least half of the Director-Managers present or represented has approved it.

Should more than one Director-Manager be appointed, the Company is validly represented before the courts and for the purpose of deeds, including those requiring the intervention of a public official or a notary, either by two Director-Managers, or, for the purposes of daily management, by the person delegated to this management. The Company is moreover validly bound by a special representative acting within the bounds of his powers.

Moreover the Company may be represented in foreign countries by any person expressly appointed for this purpose by the Board of Director-Managers.

The Director-Manager or the Board of Director-Managers, should there be more than one Director-Manager, may appoint persons to act as mandatories of the Company. Such mandatories represent the Company within the limits of their mandates.

#### FIFTH RESOLUTION - APPOINTMENT OF DIRECTOR-MANAGER(S)

The meeting records that the transformation of the Company into a besloten vennootschap met beperkte aansprakelijkheid has been implemented and that the resignation of the members of the board of directors of the former naamloze vennootschap is definite.

The meeting decides to appoint the following as Director-Managers of the company,

Mr Martin Thomas, residing at Cranbourne Road 10, N102BT London, United Kingdom;

Mr Kjell Clefjord, residing at Avenue des Sarcelles 71, 1410 Waterloo,

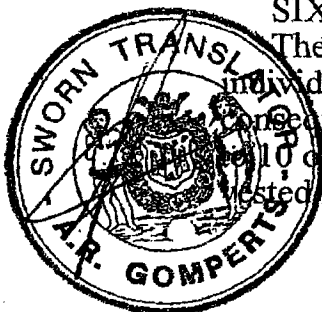
Mrs Hilde Noppen, residing at Brouwerijstraat 48A, B6, 3070 Kortenberg;

Mr Abraham Spierer, residing at Lambert Ridge 58, Cross River, NY 10518, New York, United States of America;

Mr Janhein Pieterse, residing at Ten Katenlaan 18, 3723 DS Vilthoven, the Netherlands.

#### SIXTH RESOLUTION - TRANSFER OF SHARES

The meeting unanimously and each individual member individually approve every transfer of the shares of the company in consequence of the discussion of debt procedure set out in Articles 4 and 5 of the Law of 5 May 1872 on the pledge of company shares listed in accordance with the Share Pledge Agreement dated 9



October 2002 between Esselte AB and Esselte IPR AB as pledgors, UBS AG, London Branch acting as Security Agent and the Original Lenders between the holders of the pledge, as changed today by reason of the transformation of the company.

In the event of a transfer of all the shares by reason of the discussion of aforesaid pledge, the meeting unanimously and each individual member individually insofar necessary waives its or their rights arising from Article 249 of the Company Code.

#### VOTING

All decisions are adopted by unanimous vote.

#### CLOSE

The meeting was closed at ten minutes past ten.

#### Costs

Appearing parties declare that the costs, expenses, compensation and charges of any nature whatsoever to be borne by the company by reason of this transformation, come to a total sum of approximately one thousand (€ 1,200.00) euros.

#### Fiscal statement

This transformation takes place further to the benefits set out in Article 121 of the Registration Fee code, Article 11 of the Value Added Tax Code and Article 211 paragraph 2 of the Income Tax Code.

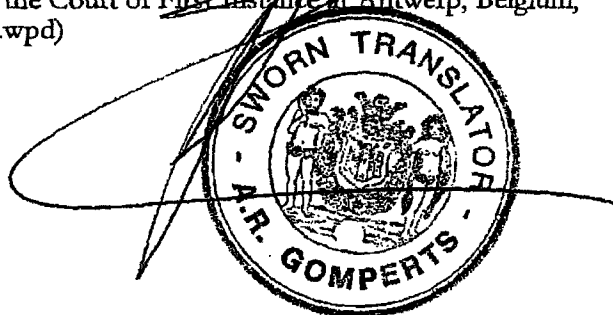
#### WHEREOF RECORD

For analytical abstract

stamp of the Notary  
Ph. Verlinden  
Sint-Niklaas

Were concurrently filed: a gross and abstract of the deed + a report by the Board of Directors + a report by the Statutory Auditor.

For Authentic Translation from the Dutch Language into English, A.R.  
GOMPERTS, Sworn Translator to the Court of First Instance at Antwerp, Belgium,  
20 November, 2003 (EsselteArts03.wpd)



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Bouwmeestersstraat 8  
B-2000 Antwerpen  
Tel.: 03/238 00 87 - Fax: 03/216 44 84  
email: vanlogo@skynet.be  
BTW: BE 460.179.876

**SCHEDULE B**

**U.S. TRADEMARK REGISTRATION**

**Assignment from Esselte (formerly known as Esselte N.V.)  
to Esselte Business B.V.B.A.**

<b><u>MARK</u></b>	<b><u>REG. NO.</u></b>	<b><u>REG. DATE</u></b>
YOU2 (Stylized)	2,529,439	01/15/02