

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Northeast Fulfillment and Distribution Center, Inc.

- Individual(s)
- General Partnership
- Corporation- State: MA
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: GRAPHIC SERVICES, LLC

Internal Address: _____

Address: _____

Street Address: 403 VFW Drive

City: Rockland

State: MASSACHUSETTS

Country: U.S.A. Zip: 02370

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other LLC Citizenship MA

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) December 28, 2005

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,569,478

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: DAVID C. JENKINS

Internal Address: _____

ECKERT SEAMANS CHERIN & MELOTT LLC

Street Address: _____

600 GRANT STREET, 44TH FLOOR

City: PITTSBURGH

State: PA Zip: 15219

Phone Number: 412/566-1253

Fax Number: 412/566-6099

Email Address: djenkins@eckertseamans.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 02-2556

Authorized User Name Eckert Seamans

9. Signature:



Signature

April 26, 2007

Date

David C. Jenkins

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 022556 2569478

AGREEMENT
BY AND AMONG THE FOLLOWING ENTITIES:

**NORTHEAST FULFILLMENT AND
DISTRIBUTION CENTER, INC.**

A Massachusetts Corporation
("NEFDC")

F, Z & K HOLDINGS, INC.

A Florida Corporation
("FZKHI")

F, Z & K HOLDINGS TRUST

A Massachusetts Business Trust
("FZKHT")

B & P GRAPHICS, LLC

A Massachusetts Limited Liability Company
("BPLLC")

GRAPHIC SERVICES, LLC

A Massachusetts Limited Liability Company
("GSLLC")

GRAPHIC SERVICES, INC.

A Massachusetts Corporation
("GSINC")

This AGREEMENT (the "Agreement") dated December 28, 2005, by and among the foregoing entities and the equity holders and stockholders thereof, William J. Fitzgerald and Peter B. Zampine (hereinafter, collectively, the "Parties").

WHEREAS, certain of the Parties are parties to various agreements and plans of merger entered into with other Parties, each having a date of effectiveness with the applicable state authority responsible for receipt and filing of the applicable Articles of Merger of December 31, 2005 (the "Mergers").

WHEREAS, the Parties desire to memorialize their intent with respect to the timing and order of filing of the Mergers for tax and other purposes.

NOW, THEREFORE, the Parties, each intending to be legally bound hereby and in consideration of the other Parties joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. **Ordering of Mergers.** The Mergers shall be deemed to have taken place in the

following order:

(a) NEFDC with and into FZKHI. That certain Merger of NEFDC with and into FZKHI shall be deemed to be duly filed and completed first with respect to NEFDC, FZKHI and each of the constituent parties thereof in accordance with the terms of that certain Agreement & Plan of Merger between NEFDC and FZKHI dated as of the date hereof.

(b) FZKHI with and into FZKHT. That certain Merger of FZKHI with and into FZKHT shall be deemed to be duly filed and completed second with respect to FZKHI, FZKHT and each of the constituent parties thereof in accordance with the terms of that certain Agreement & Plan of Merger between FZKHI and FZKHT dated as of the date hereof.

(c) FZKHT with and into GSINC. That certain Merger of FZKHT with and into GSINC shall be deemed to be duly filed and completed third with respect to FZKHT, GSINC and each of the constituent parties thereof in accordance with the terms of that certain Agreement & Plan of Merger between FZKHT and GSINC dated as of the date hereof.

(d) BPLLC with and into GSLLC. That certain Merger of BPLLC with and into GSLLC shall be deemed to be duly filed and completed fourth with respect to BPLLC, GSLLC and each of the constituent parties thereof in accordance with the terms of that certain Agreement & Plan of Merger between BPLLC and GSLLC dated as of the date hereof.

(e) GSLLC with and into GSINC. That certain Merger of GSLLC with and into GSINC shall be deemed to be duly filed and completed fifth with respect to GSLLC, GSINC and each of the constituent parties thereof in accordance with the terms of that certain Agreement & Plan of Merger between GSLLC and GSINC dated as of the date hereof.

2. Miscellaneous.

(a) Amendment. This Agreement may be amended at any time by the mutual agreement of the parties hereto. This Agreement may not be amended except by an instrument in writing signed on behalf of the parties hereto.

(b) Headings. The headings of the sections are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Agreement.

(c) Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts applicable to agreements made and to be performed in such jurisdiction, except to the extent federal law may be applicable.

[REMAINDER OF PAGE LEFT BLANK; SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed and attested by their officers thereunto duly authorized, all as of the day and year first above written.

NEFDC
Northeast Fulfillment and
Distribution Center, Inc.

Corporate Seal


By 
William J. Fitzgerald, President

By 
Peter B. Zampine, Treasurer

FZKHI
F, Z & K Holdings, Inc.

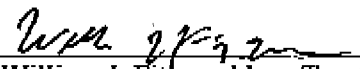
Corporate Seal

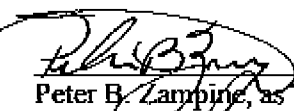
By 
William J. Fitzgerald, President

By 
Peter B. Zampine, Treasurer

FZTHT
F, Z & K Holdings Trust


Corporate Seal


By 
William J. Fitzgerald, as Trustee of F, Z & K Holdings Trust u/t/d of December 28, 2000, and not individually

By 
Peter B. Zampine, as Trustee of F, Z & K Holdings Trust u/t/d of December 28, 2000, and not individually

BPLLC
B & P Graphics, LLC
(a Massachusetts limited liability company)

Corporate Seal

By 
Name: William J. Fitzgerald
Title: Manager

By 
Name: Peter B. Zampine
Title: Manager

GSLLC
Graphic Services, LLC
(a Massachusetts limited liability company)

Corporate Seal


By 
Name: William J. Fitzgerald
Title: Manager

By 
Name: Peter B. Zampine
Title: Manager

GSINC
Graphic Services, Inc.

Corporate Seal

By 
William J. Fitzgerald, President

By 
Peter B. Zampine, Treasurer

DF
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Domestic Corporation Involving Foreign Corporation or Foreign Other Entity
(General Laws, Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
<u>F, Z & K Holdings, Inc.</u>	<u>Florida</u>	<u>October 17, 1997</u>
<u>Northcast Fulfillment and Distribution Center, Inc.</u>	<u>Massachusetts</u>	<u>December 2, 1997</u>

15 02

000596527

(3) The foreign corporation or other entity is is not authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity F, Z & K Holdings, Inc.

(5) The jurisdiction under the laws of which the surviving entity will be organized Florida

(6) The merger shall be effective at the time and on the date approved by the Division unless a later effective date not more than 90 days from the date and time of filing is specified December 31, 2005

For each domestic corporation that is a party to the merger

(Please check the appropriate box)

(7) The plan of merger was duly approved by the shareholders and, if voting by any separate voting group was required, by each separate voting group, in the manner required by G. L. Chapter 156D and the corporation's articles of organization.

OR

(8) The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

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(10) Where applicable, attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Where applicable, attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) Where applicable, the executive office address of a foreign other entity, if such information is not on the record of the foreign other entity and such foreign other entity is the survivor of the merger.

Signed by William J. Fitzgerald
 William J. Fitzgerald, *(signature of authorized individual)*
 President, F Z & K Holdings, Inc.

- Chairman of the Board of Directors
- President
- Other Officer
- Court-appointed fiduciary.

on this 28th day of December of 2005

Signed by William J. Fitzgerald
 William J. Fitzgerald, *(signature of authorized individual)*
 President, Northeast Fulfillment and Distribution Center, Inc.

- Chairman of the Board of Directors
- President
- Other Officer
- Court-appointed fiduciary.

on this 28th day of December of 2005

963893

323080

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger
Involving Foreign Corporation
or Foreign Other Entity
(General Laws, Chapter 156D, Section 11.06)

I hereby certify that upon examination of these Articles of Merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 250 having been paid, said articles are deemed to have been filed with me this

28 day of Dec 20 05 at 4:00 a.m. p.m.
time

Effective date: December 31, 2005
(must be within 90 days of date submitted)

AK

Examiner
AK

Name approval

C

M

AK

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing Fee: \$250.00

TO BE FILLED IN BY CORPORATION
Contact Information:

Michael C. Hackett, Esquire

Eckert Seamans Cherin & Mellott, LLC

One International Place, 18th Floor, Boston, MA 02110

Telephone: 617-342-6800

Email: mhackett@eckertseamans.com

A copy of this filing will be available on-line at www.sec.state.ma.us/cor once the document is filed.

SECRETARY OF STATE
CORPORATION
RECEIVED
DEC 29 10 11 AM '05

D
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger Involving Domestic Entities (General Laws Chapter 156D, Section 11.06; 950 CMR 113.36)

FORM MUST BE TYPED

(1) Exact name of each domestic corporation or other entity involved in the merger:

F. Z & K Holdings Trust

T00735576

12/28/2000

(m) (AROB filed)

Graphic Services, Inc.

043145191

12/17/1991

(2) Exact name of the surviving entity: Graphic Services, Inc.

(3) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: December 31, 2005

(check appropriate box)

(4) The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(5) Participation of each other entity was duly authorized by the law under which the other entity is organized or by which it is governed and by its articles of organization or other organizational documents.

(6) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(7) Attach the articles of organization of the surviving entity where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

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P.C.

Signed by: William J. Fitzgerald Peter B. Zampine
 William J. Fitzgerald, *(signature of authorized individual)* Peter B. Zampine, Trustee
 Chairman of the board of directors, Trustee
 President,
 Other officer,
 Court-appointed fiduciary.

on this 28th day of December, 2005

Signed by: William J. Fitzgerald
 William J. Fitzgerald *(signature of authorized individual)*
 Chairman of the board of directors,
 President,
 Other officer,
 Court-appointed fiduciary.

on this 28th day of December, 2005

323083

964134

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger
Involving Domestic Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.36)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$250 having been paid, said articles are deemed to have been filed with me this 21 day of December 2005 at _____ a.m./p.m.
time

Effective date: December 31, 2005
(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

Examiner

Name approval

C

P.A.R.

TO BE FILLED IN BY CORPORATION
Contract Information:

Michael Hackett, Esquire

One International Place, 18th Floor

Boston, Massachusetts 02110

Telephone: 617.342.6800

Email: mlhackett@eckertseamans.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.