

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IST, Corp.		12/17/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AKI, Inc.
Street Address:	1700 Broadway
Internal Address:	Suite 2500
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1649216	COLOR PRELUDE
Registration Number:	2263695	SHADESEAL
Registration Number:	2300214	LIQI-SEAL

CORRESPONDENCE DATA

Fax Number: (212)907-9681
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 907-9600
 Email: jburns@ingramllp.com
 Correspondent Name: Mioko Tajika
 Address Line 1: Ingram Yuzek Gainen Carroll & Bertolotti
 Address Line 2: 250 Park Avenue
 Address Line 4: New York, NEW YORK 10177

ATTORNEY DOCKET NUMBER: 2735-159 MERGER IST-AKI

TRADEMARK

900152173

REEL: 004131 FRAME: 0639

OP \$90.00 1649216

NAME OF SUBMITTER:	Mioko Tajika
Signature:	/mioko tajika/
Date:	01/14/2010
Total Attachments: 5 source=TM Merger IST into AKI#page1.tif source=TM Merger IST into AKI#page2.tif source=TM Merger IST into AKI#page3.tif source=TM Merger IST into AKI#page4.tif source=TM Merger IST into AKI#page5.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"IST, CORP.", A DELAWARE CORPORATION,

WITH AND INTO "AKI, INC." UNDER THE NAME OF "AKI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2009, AT 1:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 12:01 O'CLOCK A.M.

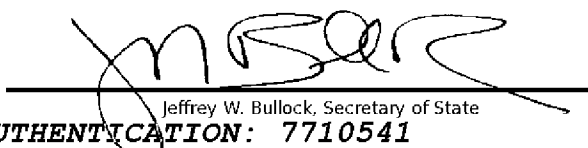
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2354937 8100M

091111341



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7710541

DATE: 12-18-09

TRADEMARK
REEL: 004131 FRAME: 0641

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
IST, CORP.
WITH AND INTO
AKI, INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

AKI, Inc., a Delaware corporation (the "Parent"), does hereby certify to the following facts relating to the merger (the "Merger") of IST, Corp., a Delaware corporation (the "Subsidiary"), with and into the Parent, with the Parent remaining as the surviving corporation:

FIRST: That the Parent is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: That the Parent owns all of the outstanding shares of common stock, par value \$0.001 per share, of the Subsidiary (the "Common Stock") and that no other shares of capital stock of the Subsidiary are currently issued and outstanding. The shares of Common Stock owned by the Parent constitute all of the outstanding shares of the Subsidiary entitled to vote on a merger of the Subsidiary.

THIRD: That the Parent, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the Board of Directors, filed with the minutes of the Board of Directors on December 9, 2009, determined to merge Subsidiary with and into itself:

RESOLVED, that the undersigned Directors hereby deem the merger between the Subsidiary and the Parent advisable and in the best interests of the Parent and its stockholder;

RESOLVED FURTHER, that pursuant to Section 253 of the DGCL, Subsidiary shall be merged into the Parent (the "Merger") with the effects as provided in the applicable provisions of the DGCL, including that the Parent shall possess all rights, privileges, powers and franchises, and shall be subject to all restrictions, disabilities and

duties, of the Parent and the Subsidiary and that the separate existence of the Subsidiary shall cease and the Parent shall continue as the surviving corporation (the "Surviving Corporation") of the Merger;

RESOLVED FURTHER, that the Merger shall be effective at 12:01 a.m. on December 31, 2009 (such date and time being hereinafter referred to as the "Effective Time");

RESOLVED FURTHER, that at the Effective Time, the Restated Certificate of Incorporation of the Parent as in effect immediately prior to the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation;

RESOLVED FURTHER, that at the Effective Time the By-Laws of the Parent as in effect immediately prior to the Effective Time shall continue in full force and effect as the By-Laws of the Surviving Corporation;

RESOLVED FURTHER, that the officers of the Parent as they exist at the Effective Time shall be the officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected or appointed and qualified;

RESOLVED FURTHER, that the Directors of the Parent as they exist at the Effective Time shall be the directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified;

RESOLVED FURTHER, that at the Effective Time, each share of common stock of the Subsidiary issued and outstanding immediately prior to the Effective Time and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the Subsidiary, the Parent or the holder thereof, forthwith cease to exist;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Parent shall remain unchanged and continue to remain outstanding as one share of common stock of the Parent, held by the person who was the holder of such share of common stock of the Parent immediately prior to the Merger;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that the Chief Executive Officer, the President, any Vice President, the Treasurer and the Secretary of the Parent (each, an "Authorized Officer") be, and each hereby is, directed to make and execute such documentation as may be necessary to effectuate the Merger, including a Certificate of Ownership and Merger (the "Merger Certificate"), and to cause the Merger Certificate to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether

within or without the State of Delaware, that may be in any way necessary or proper to effect the Merger;

RESOLVED FURTHER, that, each Authorized Officer be, and each hereby is, authorized, in the name and on behalf of the Parent, to take all such other actions, including executing and delivering such agreements, documents, certificates, instruments and filings as may be necessary or appropriate (such necessity or appropriateness to be conclusively evidenced by the execution and delivery thereof) to effectuate or carry out the purposes and intent of the foregoing resolutions and for the performance of the Parent's obligations under the Merger Certificate and otherwise to consummate the transactions contemplated by the Merger Certificate;

RESOLVED FURTHER, that all actions and deeds heretofore taken by any officer of the Parent in connection with the transactions contemplated by the Merger Certificate or any of the other transactions contemplated by these resolutions are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER, the Merger shall be treated as a liquidation of the Subsidiary into the Parent under Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"); and

RESOLVED FURTHER, that the Merger is hereby approved and adopted as a plan of liquidation for purposes of Section 332 of the Code.

17th IN WITNESS WHEREOF, AKI, Inc. has caused this Certificate to be executed as of the
day of December, 2009.

AKI, INC.

By: 

Name: Marie D. Hlavaty

Title: Vice President, General Counsel