

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/06/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Antioch Company		02/06/2009	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	The Antioch Company, LLC
Street Address:	3001 Clearwater Road
City:	St. Cloud
State/Country:	MINNESOTA
Postal Code:	56301
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	75129354	CREATIVE MEMORIES
Serial Number:	75796887	FLEX-HINGE
Serial Number:	74698605	CREATIVE MEMORIES
Serial Number:	75583658	PRECIOUS ELEMENT
Serial Number:	75429119	MEMORY MATE
Serial Number:	75530301	MEMORY KEEPERS
Serial Number:	75921198	CM CREATIVE MEMORIES
Serial Number:	75922582	CM CREATIVE MEMORIES
Serial Number:	74698606	CM
Serial Number:	76388392	CM
Serial Number:	78240387	PERSONA
Serial Number:	78501824	POWER
Serial Number:	78571702	CREATIVE MEMORIES

CH \$490.00 75129354

Serial Number:	78585207	PICFOLIO
Serial Number:	78586303	MEMORANZA
Serial Number:	78675429	CLARIFEYE
Serial Number:	78828173	CM CREATIVE MEMORIES
Serial Number:	78849196	CM CREATIVE MEMORIES
Serial Number:	78849762	CREATIVE MEMORIES

CORRESPONDENCE DATA

Fax Number: (612)632-4297
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 6126323375
Email: trademark@gpmlaw.com
Correspondent Name: Lori Wiese-Parks
Address Line 1: P.O. BOX 2906
Address Line 4: Minneapolis, MINNESOTA 55402-0906

ATTORNEY DOCKET NUMBER:	82830
NAME OF SUBMITTER:	Gwen Spurrier
Signature:	/gds/
Date:	04/29/2010

Total Attachments: 4
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source=Antioch#page4.tif



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/09/2009	200903702454	MERGER/REGISTERING FOREIGN LIMITED LIABILITY CO (MRF)	125.00	300.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

MCDONALD HOPKINS LLC
600 SUPERIOR AVE EAST SUITE 2100
ATTN: MONICA MORENO
CLEVELAND, OH 44114

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1834402

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE ANTIOCH COMPANY, LLC

and, that said business records show the filing and recording of:

Document(s)

MERGER/REGISTERING FOREIGN LIMITED LIABILITY CO

Document No(s):

200903702454

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 6th day of February, A.D.
2009.

Ohio Secretary of State

**CERTIFICATE OF REORGANIZATION
OF
THE ANTIOCH COMPANY**

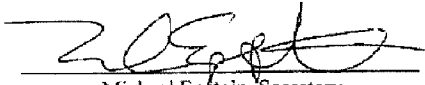
(Pursuant to Section 1701.75 of the Ohio Revised Code)

The Antioch Company (the "Corporation") is a corporation for profit formed under Chapter 1701 of the Ohio Revised Code and having Ohio Charter No. 193079. On November 13, 2008, the Corporation and certain of its affiliated entities filed a petition for bankruptcy under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the Southern District of Ohio, Western Division (the "Bankruptcy Court"), Case Nos. 08-35741 through 08-35747.

On January 27, 2009, the Bankruptcy Court entered an Order that approved the Corporation's Second Amended Joint Prepackaged Plan of Reorganization of The Antioch Company and its Affiliate Debtors (the "Plan of Reorganization"). The Plan of Reorganization provides that the Corporation merge with and into The Antioch Company, LLC, a Delaware limited liability company, pursuant to the Agreement of Merger attached hereto as Exhibit A and incorporated herein by reference.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands on February 6, 2009.

Asha Morgan Moran, President



Michael Epstein, Secretary

{1621981 }

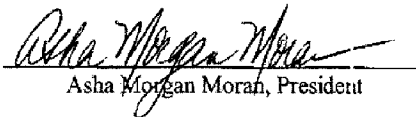
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OF
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Asha Morgan Moran, President

Michael Epstein, Secretary

(1621981:)

CERTIFICATE OF MERGER
OF
THE ANTIOCH COMPANY
INTO
THE ANTIOCH COMPANY, LLC

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, The Antioch Company, LLC, a Delaware limited liability company certifies the following:

FIRST: The names of the constituent entities and their jurisdictions of formation or organization are as follows:

<u>Name of Entity</u>	<u>Jurisdiction of Formation or Incorporation</u>
The Antioch Company	Ohio
The Antioch Company, LLC	Delaware

- SECOND: The Agreement of Merger has been approved and executed by each of The Antioch Company and The Antioch Company, LLC.
- THIRD: The name of the surviving limited liability company is The Antioch Company, LLC (the "Surviving Company").
- FOURTH: The merger of The Antioch Company into The Antioch Company, LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.
- FIFTH: The Agreement and Plan of Merger is on file at the place of business of The Antioch Company, LLC at 3001 Clearwater Road, St. Cloud, Minnesota 56301.
- SIXTH: A copy of the Agreement of Merger will be furnished by The Antioch Company, LLC, on request and without cost, to any member of The Antioch Company, LLC or any stockholder of The Antioch Company.

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