

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/29/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Visual Systems, Inc.		01/27/2011	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Phoenix Color Corp.
Street Address:	18249 Phoenix Drive
City:	Hagerstown
State/Country:	MARYLAND
Postal Code:	21742
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3071420	VARICHROME
Registration Number:	3011905	BASEONE
Registration Number:	3104535	INNOVATION. COVER TO COVER.
Registration Number:	2426365	DIRECT 2 PRINT DIGITAL SYSTEM BECAUSE IT'S A DIGITAL WORLD

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

900186785

**TRADEMARK
 REEL: 004500 FRAME: 0374**

OP \$115.00 3071420

ATTORNEY DOCKET NUMBER:	2750-023 MERGER VISUAL SY
NAME OF SUBMITTER:	Mioko Tajika, New York State bar member
Signature:	/mioko tajika/
Date:	03/17/2011
<p>Total Attachments: 8</p> <p>source=TM Merger Visual Systems Inc into Phoenix Color Corp#page1.tif source=TM Merger Visual Systems Inc into Phoenix Color Corp#page2.tif source=TM Merger Visual Systems Inc into Phoenix Color Corp#page3.tif source=TM Merger Visual Systems Inc into Phoenix Color Corp#page4.tif source=TM Merger Visual Systems Inc into Phoenix Color Corp#page5.tif source=TM Merger Visual Systems Inc into Phoenix Color Corp Wisconsin#page1.tif source=TM Merger Visual Systems Inc into Phoenix Color Corp Wisconsin#page2.tif source=TM Merger Visual Systems Inc into Phoenix Color Corp Wisconsin#page3.tif</p>	

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:

"VISUAL SYSTEMS, INC.", A WISCONSIN CORPORATION,
WITH AND INTO "PHOENIX COLOR CORP." UNDER THE NAME OF
"PHOENIX COLOR CORP.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2011, AT
6:43 O'CLOCK P.M.

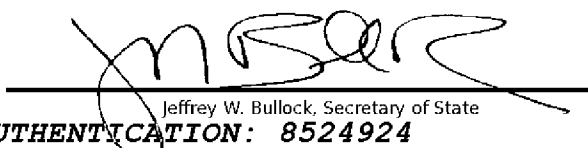
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY
OF JANUARY, A.D. 2011, AT 12:01 O'CLOCK A.M.

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

2582868 8100M

110089682




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8524924

DATE: 01-28-11

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

TRADEMARK
REEL: 004500 FRAME: 0376

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
VISUAL SYSTEMS, INC.
WITH AND INTO
PHOENIX COLOR CORP.

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

Phoenix Color Corp., a Delaware corporation ("Phoenix"), does hereby certify to the following facts relating to the merger (the "Merger") of Visual Systems, Inc., a Wisconsin corporation (the "Subsidiary"), with and into Phoenix, with Phoenix remaining as the surviving corporation:

FIRST: That Phoenix is incorporated pursuant to the General Corporation Law of the State of Delaware. The Subsidiary is incorporated pursuant to the Wisconsin Business Corporation Law.

SECOND: That Phoenix owns all of the outstanding shares of the class A voting common stock, par value \$0.01 per share of the Subsidiary (the "Class A Stock"), and the class B nonvoting common stock, par value \$0.01 per share of the Subsidiary, and that no other shares of capital stock of the Subsidiary are currently issued and outstanding. The shares of Class A Stock owned by Phoenix constitute all of the outstanding shares of the Subsidiary entitled to vote on a merger of the Subsidiary.

THIRD: That Phoenix, 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 January 27, 2011, determined to merge Subsidiary with and into itself:

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

RESOLVED, FURTHER, that pursuant to the applicable provisions of Delaware

and Wisconsin law, including, without limitation, Section 253 of the Delaware General Corporation Law (“DGCL”) and Section 180.1104 of the Wisconsin Business Corporation Law (“WBCL”), Subsidiary shall be merged into Phoenix (the “Merger”) with the effects as provided in the applicable provisions of the DGCL and the WBCL, including that Phoenix shall possess all rights, privileges, powers and franchises, and shall be subject to all restrictions, disabilities and duties, of Phoenix and the Subsidiary and that the separate existence of the Subsidiary shall cease and Phoenix 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 January 29, 2011 (such date and time being hereinafter referred to as the “Effective Time”).

RESOLVED, FURTHER, that at the Effective Time, the Certificate of Incorporation of Phoenix 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 Phoenix 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 Phoenix 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 Phoenix 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, Phoenix 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 Phoenix shall remain unchanged and continue to remain outstanding as one share of common stock of Phoenix, held by the person who was the holder of such share of common stock of Phoenix 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 form, terms and provisions of the Plan of

Merger attached hereto as Exhibit A with respect to the Merger (the "Plan of Merger") is hereby authorized, approved and adopted in all respects.

RESOLVED, FURTHER, that the Chairman, the President, any Senior Vice President, any Vice President and the Secretary of Phoenix (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 Articles of Merger (the "Articles of Merger"), and to cause the Merger Certificate to be filed with the Secretary of State of Delaware and the Articles of Merger to be filed with the Department of Financial Institutions of Wisconsin, and to do all acts and things whatsoever, whether within or without the State of Delaware and the State of Wisconsin, that may be in any way necessary or proper to effect the Merger.

RESOLVED, FURTHER, that, each Authorized Officer of Phoenix be, and each hereby is, authorized, in the name and on behalf of Phoenix, 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 Phoenix's obligations under the Plan of Merger, the Merger Certificate and the Articles of Merger and otherwise to consummate the transactions contemplated by the Plan of Merger, the Merger Certificate and the Articles of Merger.

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

RESOLVED, FURTHER, for United States federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and any comparable provisions of state or local law.

RESOLVED, FURTHER, that the Merger is hereby approved and adopted as a "plan of reorganization" for purposes of Sections 354 and 361 of the Code.

IN WITNESS WHEREOF, Phoenix Color Corp. has caused this Certificate to be executed as of the 27th day of January, 2011.

PHOENIX COLOR CORP.

By: 

Name: Marie D. Hlavaty

Title: Senior Vice President, General Counsel

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN
Sec. 780.11045 and
180.1105, Wis.
Stats.

11 JAN 27 PM 4:04

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



ARTICLES OF MERGER

Domestic and Foreign For-Profit Corporations

1. Non-Surviving Parties to the Merger:

Corporation Name: Visual Systems, Inc.	Organized under the laws of Wisconsin <hr/> (state or country)
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Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Corporation Name:	Organized under the laws of <hr/> (state or country)
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Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Corporation:

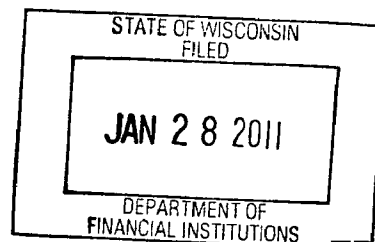
Corporation Name: Phoenix Color Corp.	Organized under the laws of Delaware <hr/> (state or country)
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3. Indicate below if the surviving corporation is an indirect wholly owned subsidiary or parent:

The surviving corporation is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving corporation is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

FILING FEE - \$150.00
DFI/CORP/2001(C06/06)



4. The plan of merger has been approved and adopted by each corporation that is a party to the merger as required under sec. 180.1103 or 180.1104, Wis. Stats., as applicable.

5. A. The articles of incorporation of the surviving corporation are amended as follows:

OR

B. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation:

Phoenix Color Corp.

6. The executed plan of merger is on file at the principal place of business of the surviving corporation.

7. The surviving corporation will provide a copy of the plan of merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

8. (OPTIONAL) Effective Date and Time of Merger


These articles of merger, when filed, shall be effective on 1/29/2011 (date) at 12:01 a.m. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 180.0123.

9. Executed on January 27, 2011 (date) by the surviving corporation on behalf of all parties to the merger.

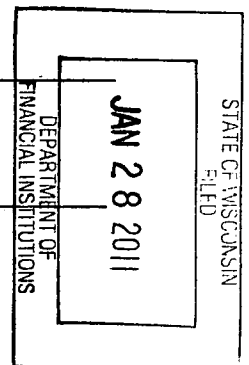
Mark (X) below the title of the person executing the document.

Title: President OR Secretary
or other officer title _____


(Signature)

Marie D. Hlavaty

(Printed Name)



This document was drafted by: the document was not executed in Wisconsin
(Name the individual who drafted the document)

Fee simple ownership interest Yes No (for DFI use only)
ARTICLES OF MERGER
 Domestic and Foreign Business Corporations

▲ Enter your return address within the bracket above.
 Phone number during the day: () _____ - _____

INSTRUCTIONS (Ref. Sec. 180.11045 and 180.1105, Wis. Stats. for document content)

<p>Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under 180.0103(16).</p>		
<p>Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846</p>	<p>Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave – 3rd Fl. Madison WI 53703</p>	<p>Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818</p>

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the corporation name and state or country of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in sec.180.0103 (9), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.
2. Enter the corporation name (prior to any amendment to change the name) and state or country of organization of the surviving corporation.
3. Indicate whether the surviving corporation is an indirect wholly owned subsidiary or parent. See sec. 180.11045, Wis. Stats. for requirements. See sec. 180.11045(1)(b), Wis. Stats. for definition.
4. This statement is required per sec. 180.1105 (1)(cm) of the Wis. Stats.
5. A. OR B. Indicate any amendments to the articles of incorporation of the surviving corporation in section A. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation in section B.
6. This statement is required per sec. 180.1105(f) of the Wis. Stats.
7. This statement is required per sec. 180.1105(g) of the Wis. Stats.
8. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
9. Enter the date of execution and the name and title of the person signing the document. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.