

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bell & Howell Company		09/22/2003	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BBH, Inc.		
<b>Street Address:</b>	3400 WEST PRATT AVENUE		
<b>City:</b>	LINCOLNWOOD		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60712		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1183568	ABR	
<b>Registration Number:</b>	2992772	BH 3500	
<b>Registration Number:</b>	1179022	MAILMOBILE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)862-2200		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	3128623312		
<b>Email:</b>	patrick.lau@kirkland.com		
<b>Correspondent Name:</b>	Kirkland & Ellis LLP		
<b>Address Line 1:</b>	300 North LaSalle		
<b>Address Line 2:</b>	c/o Patrick Lau, Legal Assistant		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60654		
<b>ATTORNEY DOCKET NUMBER:</b>	42088-20 PL		
<b>NAME OF SUBMITTER:</b>	Patrick Lau		

**CH \$90.00 1183568**

**900196977**

**TRADEMARK  
 REEL: 004582 FRAME: 0478**

Signature:	/pl/
Date:	07/13/2011
Total Attachments: 8 source=1 - BBH Inc_Delaware#page1.tif source=1 - BBH Inc_Delaware#page2.tif source=1 - BBH Inc_Delaware#page3.tif source=1 - BBH Inc_Delaware#page4.tif source=1 - BBH Inc_Delaware#page5.tif source=1 - BBH Inc_Delaware#page6.tif source=1 - BBH Inc_Delaware#page7.tif source=1 - BBH Inc_Delaware#page8.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BBH, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "BH ACQUISITION, INC." TO "BELL & HOWELL COMPANY", FILED THE SIXTEENTH DAY OF OCTOBER, A.D. 2001, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BELL & HOWELL COMPANY" TO "BBH, INC.", FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 9:12 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "BBH, INC."

3419439 8100H

110039167



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8491570

DATE: 01-13-11

TRADEMARK  
REEL: 004582 FRAME: 0480

## CERTIFICATE OF INCORPORATION

OF

BH ACQUISITION, Inc.

FIRST: The name of the corporation is BH ACQUISITION, Inc.

SECOND: The registered office of the corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent shall be The Corporation Trust Company.

THIRD: The purposes of the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

FIFTH: The name and mailing address of the sole incorporator is as follows:

Joshua R. Markus

227 West Monroe Street  
Suite 3100  
Chicago, IL 60606

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, in the manner provided in the By-Laws of the corporation, to make, alter, amend and repeal the By-Laws of the corporation in any respect not inconsistent with the laws of the State of Delaware or with this Certificate of Incorporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, this Certificate of Incorporation and the By-Laws of the corporation.

Any contract, transaction or act of the corporation or of the directors or of any committee which shall be ratified by the holders of a majority of the shares of stock of the corporation present in person or by proxy and voting at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by this Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of the corporation.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation as the case may be, and also on this corporation.

EIGHTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit.

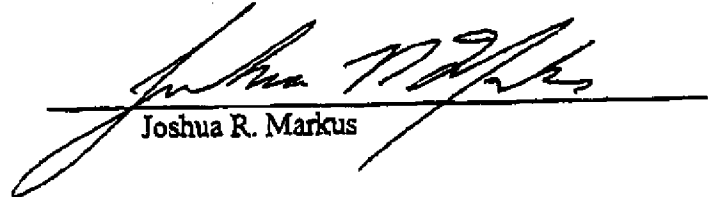
If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

NINTH: The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation. Election of directors need not be by ballot unless the By-Laws of the corporation shall so provide.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts stated are true, and accordingly, have hereunto set my hand this 27<sup>th</sup> day of July, 2001.

  
Joshua R. Markus

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
BELL & HOWELL COMPANY  
(a Delaware corporation)  
INTO  
BH ACQUISITION, INC.  
(a Delaware corporation)

\* \* \* \*

BH ACQUISITION, INC. a corporation organized and existing under the Delaware General Corporation Law, DOES HEREBY CERTIFY THAT:

1. Bell & Howell Company is a business corporation incorporated on June 6, 2001 under the laws of the State of Delaware ("Bell & Howell").
2. BH Acquisition, Inc. is a business corporation incorporated on July 27, 2001 under the laws of the State of Delaware ("BH Acquisition").
3. BH Acquisition is the owner of all of the outstanding shares of stock of Bell & Howell and BH Acquisition hereby merges Bell & Howell with and into itself (the "Merger") with BH Acquisition being the surviving corporation (the "Surviving Corporation").
4. The name of the Surviving Corporation shall be changed to "Bell & Howell Company" a Delaware corporation.
5. Article First of the Certificate of Incorporation of the Surviving Corporation is hereby amended to read as follows:  

"FIRST: The name of the corporation is Bell & Howell Company."
6. The Board of Directors of BH Acquisition, by unanimous written consent dated October 16, 2001, approved and adopted the following resolutions for the merger of Bell & Howell into BH Acquisition:

RESOLVED, that BH Acquisition merge and it hereby does merge into itself Bell & Howell; and

FURTHER RESOLVED, that the surviving corporation to the merger shall have the corporate name "Bell & Howell Company;"

FURTHER RESOLVED, that the officers of BH Acquisition are authorized and directed to take any and all actions and execute and deliver any and all documents, including a Certificate of Ownership and Merger, necessary or desirable to effect the Merger.

7. The Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware.

\* \* \*



IN WITNESS WHEREOF, BH Acquisition, Inc. has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 16<sup>th</sup> day of October, 2001.

BH ACQUISITION INC.

By 

Name: William J. McGrath

Title: Assistant Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BELL & HOWELL COMPANY

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BELL & HOWELL COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The Board of Directors of the corporation approved and adopted the following resolution for amending its Certificate of Incorporation declaring it advisable and recommended that the amendment be submitted to the stockholders for their consideration:

**RESOLVED**, that ARTICLE FIRST of the Certificate of Incorporation of the corporation be amended in its entirety to read as follows:

FIRST. The name of the corporation is BBH, Inc.

SECOND: The amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by unanimous written consent of its stockholders entitled to vote.

IN WITNESS WHEREOF, BELL & HOWELL COMPANY has caused this Certificate to be executed by its Vice President this 22<sup>nd</sup> day of September, 2003.

BELL & HOWELL COMPANY

By   
Name: Louis Manetti  
Title: Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:43 PM 09/22/2003  
FILED 09:12 PM 09/22/2003  
SRV 030608534 - 3419439 FILE

TRADEMARK TOTAL P. 11