

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/01/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IPC PRINT SERVICES, INC.		10/01/2011	CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	WALSWORTH PUBLISHING COMPANY, INC.		
Street Address:	306 NORTH KANSAS AVENUE		
City:	MARCELINE		
State/Country:	MISSOURI		
Postal Code:	64658		
Entity Type:	CORPORATION: MISSOURI		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85218419	IPC	
Registration Number:	3533453	IPC PRINT SERVICES	
CORRESPONDENCE DATA			
Fax Number:	(816)412-1263		
Phone:	8168428600		
Email:	CMAUST@STINSON.COM		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	STINSON MORRISON HECKER LLP		
Address Line 1:	1201 WALNUT STREET, SUITE 2900		
Address Line 2:	STINSON TRADEMARK ADMINISTRATOR		
Address Line 4:	KANSAS CITY, MISSOURI 64106-2150		
ATTORNEY DOCKET NUMBER:	084861-0043		
NAME OF SUBMITTER:	CYNTHIA MAUST		

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Signature:	/CYNTHIA MAUST/
Date:	10/07/2011
Total Attachments: 7 source=WalsworthMerger#page1.tif source=WalsworthMerger#page2.tif source=WalsworthMerger#page3.tif source=WalsworthMerger#page4.tif source=WalsworthMerger#page5.tif source=WalsworthMerger#page6.tif source=WalsworthMerger#page7.tif	

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

IPC Print Services, Inc. -- 01099364

INTO:

WALSWORTH PUBLISHING COMPANY, INC. -- 00088082

Organized and existing under laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

WALSWORTH PUBLISHING COMPANY, INC. -- 00088082

as the surviving entity.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
27th day of September, 2011.


Secretary of State



File Number:

00088082

Date Filed: 09/27/2011

Effective Date: 10/01/2011

Robin Carnahan

Secretary of State

ARTICLES OF MERGER

Pursuant to the provisions of The General and Business Corporation Law of Missouri, Walsworth Publishing Company, Inc. and IPC Print Services, Inc. hereby certify the following:

1. The constituent corporations to the merger are Walsworth Publishing Company, Inc., a Missouri corporation, whose charter number is 00088082, and IPC Print Services, Inc., a Missouri corporation, whose charter number is 01099364.

2. A plan of merger has been approved and authorized by each of the constituent corporations as required by Sections 351.410 and 351.447 of The General and Business Corporation Law of Missouri.

3. IPC Print Services, Inc. hereby merges into and with Walsworth Publishing Company, Inc., and the name of the surviving corporation is Walsworth Publishing Company, Inc., a Missouri corporation.

4. Immediately prior to the effectiveness of the merger, Walsworth Publishing Company, Inc., the parent corporation, owned one hundred percent (100%) of the outstanding shares of the only outstanding class of stock of IPC Print Services, Inc., the subsidiary corporation. Thus, Walsworth Publishing Company, Inc. is in compliance with the ninety percent (90%) ownership requirement of Section 351.447 of The General and Business Corporation Law of Missouri and will maintain at least such ninety percent (90%) ownership until the issuance of a Certificate of Merger by the Secretary of State of the State of Missouri.

5. The plan of merger was approved by the board of directors of Walsworth Publishing Company, Inc. at a meeting of its board of directors held on September 20, 2011. The plan of merger was approved by the board of directors of IPC Print Services, Inc. at a meeting of its board of directors held on September 22, 2011.

6. There are no amendments or changes to the articles of incorporation of the surviving corporation, and the articles of incorporation of the surviving corporation, as they exist at the date hereof, shall be the articles of incorporation of the surviving corporation.

7. The plan of merger is attached as Exhibit A.

8. The resolutions adopted by the board of directors of Walsworth Publishing Company, Inc. approving the plan of merger are as follows:

WHEREAS, it is advisable and in the best interests of the Corporation that it merge with its wholly-owned subsidiary, IPC Print Services, Inc. ("IPC"), with the Corporation being the surviving corporation and with the Corporation thereafter operating the assets and business of IPC; and

WHEREAS, the officers of the Corporation have caused to be prepared, and the Board of Directors of the Corporation has reviewed, the form of Plan of Merger and the

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form of Articles of Merger to be executed in connection with the merger of the Corporation with IPC.

NOW, THEREFORE, RESOLVED, that the Corporation be merged with IPC, with the Corporation being the surviving corporation, and that the Plan of Merger presented before and reviewed by the Board of Directors of the Corporation, which sets forth the terms and conditions of the merger, be, and the same hereby is, in all respects adopted and approved, and the President of the Corporation be, and he hereby is, authorized and directed to cause said Plan of Merger to be executed, acknowledged, and delivered on behalf of the Corporation.

FURTHER RESOLVED, that the Articles of Merger presented before and reviewed by the Board of Directors of the Corporation be, and the same hereby are, in all respects approved, and the President of the Corporation be, and he hereby is, authorized and directed to cause said Articles of Merger to be executed, acknowledged, delivered, filed and recorded so as to effect the merger of the Corporation with IPC, and to take or cause to be taken such action, and to do and perform all such other acts and things as he, in his sole discretion, considers necessary, advisable or appropriate to further and carry out the merger of the Corporation as aforesaid.

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by any officer or officers of the Corporation in connection with the merger of the Corporation with IPC be, and the same hereby are, in all respects ratified, confirmed and approved as the act and deed of the Corporation.

9. The effective date of the merger shall be October 1, 2011, which date is not more than ninety (90) days after the date of filing of these Articles of Merger.

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understand that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

WALSWORTH PUBLISHING COMPANY, INC.

By: Don Walsworth Jr
Printed Name: Don Walsworth Jr
Title: President

IPC PRINT SERVICES, INC.

By: Don Walsworth
Printed Name: Don O. Walsworth
Title: President

Exhibit A

PLAN OF MERGER

This Plan of Merger, adopted pursuant to Section 351.410 of The General and Business Corporation Law of Missouri, and approved by the board of directors of the parent corporation, Walsworth Publishing Company, Inc., a Missouri corporation ("Walsworth"), and by the board of directors of the subsidiary corporation, IPC Print Services, Inc., a Missouri corporation ("IPC"), sets forth the terms and conditions of the merger of IPC with and into Walsworth, with the parent corporation, Walsworth, being the surviving corporation:

A. In accordance with the laws of the State of Missouri, effective October 1, 2011 (the "Merger Date"), IPC shall be merged with and into Walsworth (the "Merger"), and the parent corporation, Walsworth, is hereby designated the "Surviving Corporation" (Walsworth and IPC are sometimes hereinafter collectively referred to as the "Constituent Corporations"). The Surviving Corporation shall assume all of the obligations of IPC. The Surviving Corporation shall continue to be organized and existing under the laws of the State of Missouri.

B. The terms and conditions of the Merger, the mode of carrying the same into effect, and the cancellation of the outstanding shares of common stock of IPC are as follows:

1. Upon the Merger Date:

(a) Each share of common stock of IPC issued and outstanding immediately prior to the Merger Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled and extinguished.

(b) Each share of common stock of Walsworth issued and outstanding immediately prior to the Merger Date shall, by virtue of the Merger and without any further action, continue to be the same number of shares of issued and outstanding common stock of the Surviving Corporation.

2. On and after the effectiveness of the Merger:

(a) The Articles of Incorporation of Walsworth as currently in effect shall continue to be without change the Articles of Incorporation of Walsworth as the Surviving Corporation until altered or amended in the manner provided by law.

(b) The Bylaws of Walsworth as currently in effect shall continue to be without change the Bylaws of Walsworth as the Surviving Corporation until altered or amended in the manner provided in the Articles of Incorporation of Walsworth or in such Bylaws.

(c) The assets, liabilities and shareholders' equity of each of the Constituent Corporations shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded, immediately prior to the effectiveness of the Merger, on the books of the Constituent Corporations, with any appropriate adjustments as may be made in accordance with the terms hereof and with generally accepted accounting principles.

(d) The current members of the Board of Directors of Walsworth shall continue to serve as the members of the Board of Directors of Walsworth as the Surviving Corporation, until their successors are duly elected and qualified.

(e) The current officers of Walsworth shall continue to serve as the officers of Walsworth as the Surviving Corporation, until their successors are duly elected or appointed and qualified.

3. Walsworth, as the Surviving Corporation, shall pay all expenses of the Merger.

4. The Merger shall have the effect set forth in Section 351.450 of The General and Business Corporation Law of Missouri. Without limiting the generality of the foregoing, upon the effectiveness of the Merger and at the time specified by the applicable statutes of the State of Missouri, the separate existence of IPC shall cease, and IPC shall be merged into the Surviving Corporation, with the Surviving Corporation thereupon and thereafter possessing all the rights, privileges, powers, immunities and franchises as well of a public as of a private nature of IPC, and with the Surviving Corporation being subject to all the restrictions, disabilities and duties of IPC; and all and singular, the rights, privileges, powers and franchises of IPC, and all property, real, personal and mixed, and all debts due to IPC on whatever account, as well for stock subscriptions as all other things in action or belonging to, and every other interest of, IPC, shall be vested in, and shall be deemed transferred to, the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of IPC, and the title to any real estate, or any interest therein, vested by deed or otherwise in IPC shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of IPC shall be preserved unimpaired, and all debts, liabilities and duties of IPC shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

5. Any claim existing, or action or proceeding, whether civil, criminal or administrative, pending by or against IPC shall be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

6. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or any other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of IPC acquired or to be acquired by the Surviving Corporation as the result of the Merger, the officers and directors of IPC in office immediately prior to the effectiveness of the Merger are each duly authorized to, and shall each execute and deliver any and all proper deeds, assignments and assurances in law and are each fully authorized to, and shall each, do all things necessary or appropriate in the name of IPC, so as to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out and consummate the provisions of the Plan of Merger.

7. The Board of Directors of Walsworth is authorized to construe and interpret the Plan of Merger, as between the Constituent Corporations, in order to implement and consummate the provisions of the Plan of Merger and to determine all administrative procedures and accounting entries that may be deemed necessary or appropriate to implement and consummate the Merger of IPC with and into Walsworth pursuant to the Plan of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed this 20th day of September, 2011.

[CORPORATE SEAL]

WALSWORTH PUBLISHING COMPANY,
INC.

ATTEST

By: Don Walsworth
President

"Walsworth"

Edward P. Kennedy, Secretary

[CORPORATE SEAL]

IPC PRINT SERVICES, INC.

ATTEST

By: Don Walsworth
President

"IPC"

Edward P. Kennedy, Secretary

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TAXATION DIVISION
P.O. BOX 3666
JEFFERSON CITY MO 65103-3666



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DEPARTMENT OF REVENUE

Telephone: (573) 751-4264
Fax: (573) 512-1263
E-mail: taxclearance@dor.mo.gov

CERTIFICATE OF TAX CLEARANCE

IPC PRINT SERVICES INC
306 N KANSAS AVE
MARCELINE MO 64658

DATE: AUGUST 19, 2011

MISSOURI CORPORATION CHARTER NUMBER: 01099366

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 228-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 3:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

Dwayne Kaplan
Administrator, Business Tax
Taxation Division

JW.DUI644

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