

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	CREATE-IT! INC.		12/31/2011
			CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Harland Clarke Corp.		
Street Address:	10931 Laureate Drive		
Internal Address:	Attn: Legal Dept.		
City:	San Antonio		
State/Country:	TEXAS		
Postal Code:	78249		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Registration Number:	1942489	C.O.R.E.
	Registration Number:	1929606	CREATE-IT!
	Registration Number:	1931210	THE CREATIVITY TOOLBOX
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	503-274-7280		
Email:	trademarks@harlandfs.com		
Correspondent Name:	Travis J. Benn		
Address Line 1:	400 SW Sixth Avenue, Suite 200		
Address Line 2:	Attn: Legal Dept.		
Address Line 4:	Portland, OREGON 97204		

OP \$90.00 1942489

NAME OF SUBMITTER:	Travis J. Benn
Signature:	/Travis J. Benn/
Date:	05/01/2012
Total Attachments: 5 source=12.27.11 Cert of Merger_Create-It! Inc. into HCC#page1.tif source=12.27.11 Cert of Merger_Create-It! Inc. into HCC#page2.tif source=12.27.11 Cert of Merger_Create-It! Inc. into HCC#page3.tif source=12.27.11 Cert of Merger_Create-It! Inc. into HCC#page4.tif source=12.27.11 Cert of Merger_Create-It! Inc. into HCC#page5.tif	

CERTIFICATE OF OWNERSHIP AND MERGER

CREATE-IT! INC.
(an Illinois corporation)

INTO

HARLAND CLARKE CORP.
(a Delaware corporation)

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

HARLAND CLARKE CORP., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock") of Create-It! Inc., an Illinois corporation incorporated on April 16, 1993. The Common Stock is the only class of shares Create-It! Inc. is authorized to issue.
3. On December 21, 2011, the Board of Directors of Harland Clarke Corp. has duly adopted certain resolutions which, among other things, authorizes the merger of Create-It! Inc. with and into Harland Clarke Corp. A true and correct copy of the foregoing resolutions are annexed hereto as Exhibit A. Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2011 at 11:59 p.m. Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: December 7, 2011.

HARLAND CLARKE CORP.

By: 

Name: Judy C. Norris

Title: Senior Vice President and Secretary

EXHIBIT A
Resolutions adopted as to the merger of
Create-It! Inc. with and into Harland Clarke Corp.

The Create-It! Merger:

A. Merger of Create-It! Inc. into Harland Clarke Corp.

RESOLVED, that it is advisable and in the best interests of the Corporation to enter into the Agreement and Plan of Merger between Create-It! Inc., an Illinois corporation (the "Subsidiary"), and Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "Create-It! Merger Agreement"), whereby the Corporation shall remain as the surviving corporation (the "Surviving Corporation") (the "Create-It! Merger"); and it is further

RESOLVED, that the form, terms and provisions of, and transactions contemplated by the Create-It! Merger Agreement, substantially in the form of Exhibit 2-A, be and are hereby approved; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and cause a Certificate of Merger and Ownership (the "Create-It! Merger Certificate") to be filed with the Secretary of State of the State of Delaware in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), substantially in the form of Exhibit 2-B; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and cause the Articles of Merger (the "Create-It! Articles of Merger") to be filed with the Secretary of State of the State of Illinois in accordance with Sections 11.30 and 11.35 of the Illinois Business Corporations Act ("IBCA"), substantially in the form of Exhibit 2-C; and it is further

RESOLVED, that in the Create-It! Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary will be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, that the Surviving Corporation shall assume all obligations of the Subsidiary; and it is further

RESOLVED, that the President, any Vice President, Secretary or Assistant Secretary of the Corporation, acting individually, be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation, the Create-It! Merger Agreement, the Create-It! Merger Certificate and the Create-It! Articles of Merger, setting forth, *inter alia*, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Create-It! Merger Certificate

and the Create-It! Articles of Merger to be filed with the appropriate authorities, all in accordance with the proper and applicable provisions of the IBCA and the DGCL; and it is further

RESOLVED, that the Create-It! Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately on December 31, 2011 at 11:59 p.m. Eastern Time (the "Effective Time"), as provided for in the Create-It! Merger Certificate and the Create-It! Articles of Merger in accordance with proper and applicable provisions of the IBCA and the DGCL.

B. Treatment of Shares.

RESOLVED, that in the Create-It! Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the Create-It! Merger, remain outstanding and shall be unaffected by the Create-It! Merger.

C. Certificate of Incorporation and Bylaws of Surviving Corporation.

RESOLVED, that the certificate of incorporation and the Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the certificate of incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or replaced in accordance with applicable law; and the Create-It! Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions, be, and each of them hereby is adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and its is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including, without limitation, the

payment of fees and expenses) and to execute (by manual or facsimile signatures) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the Create-It! Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolutions; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connection with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.