

## 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	Entity Type
	SUBSCRIBERMAIL, LLC		12/31/2011	LIMITED LIABILITY COMPANY: 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:	3037274	NOT JUST E-MAIL	
	Registration Number:	2662806	POINT, CLICK, SEND	
	Registration Number:	2784132	SUBSCRIBERMAIL	
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 3037274

NAME OF SUBMITTER:	Travis J. Benn
Signature:	/Travis J. Benn/
Date:	05/01/2012
<b>Total Attachments: 11</b> source=12.27.11 Articles of Merger_Sm in to Create-It!#page1.tif source=12.27.11 Articles of Merger_Sm in to Create-It!#page2.tif source=12.27.11 Articles of Merger_Sm in to Create-It!#page3.tif source=12.27.11 Articles of Merger_Sm in to Create-It!#page4.tif source=12.27.11 Articles of Merger_Sm in to Create-It!#page5.tif source=12.27.11 Articles of Merger_Sm in to Create-It!#page6.tif 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	



# OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

DECEMBER 29, 2011

5727-695-9

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE CREATE-IT! INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM **BCA 11.39** (rev. Dec. 2003)  
**ARTICLES OF MERGER  
BETWEEN ILLINOIS CORPORATIONS  
AND LIMITED LIABILITY COMPANIES**  
Business Corporation Act

Secretary of State  
Department of Business Services  
Springfield, IL 62756  
217-782-6961  
www.cyberdriveillinois.com


**FILED**

**DEC 29 2011**

**JESSE WHITE  
SECRETARY OF STATE**

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

The filing fee is \$100, but if merger  
involves more than two corporations,  
submit \$50 for each additional corporation.

File # 5727-6959 Filing Fee: \$ 100.00 Approved: 

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>SUBSCRIBERMAIL, LLC</u>	<u>ILLINOIS</u>	<u>00657492</u>
<u>CREATE-IT! INC.</u>	<u>ILLINOIS</u>	<u>57276959</u>

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: CREATE-IT! INC.  
b. Corporation or Limited Liability Company shall be governed by the laws of: ILLINOIS

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:  
See attached

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows

Mark an "X" in one box only for each Illinois Corporation.

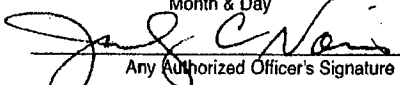
Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
CREATE-IT! INC.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.**

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:


- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated December 27, 2011 CREATE-IT! INC.  
Month & Day Year Exact Name of Corporation  
  
Any Authorized Officer's Signature  
Judy C. Norris, Senior Vice President  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation  
\_\_\_\_\_  
Any Authorized Officer's Signature  
\_\_\_\_\_  
Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated December 27, 2011 SUBSCRIBERMAIL, LLC  
Month & Day Year Exact Name of Limited Liability Company  
  
Signature  
Judy C. Norris, Senior Vice President member  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Limited Liability Company  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)

**AGREEMENT AND PLAN OF MERGER  
OF**

**SUBSCRIBERMAIL, LLC,  
AN ILLINOIS LIMITED LIABILITY COMPANY**

**WITH AND INTO**

**CREATE-IT! INC.,  
AN ILLINOIS CORPORATION**

This Agreement and Plan of Merger, dated as of this 27<sup>th</sup> day of December, 2011, is made by and between Create-It! Inc., an Illinois Corporation ("Create-It!") and SubscriberMail, LLC, an Illinois limited liability company ("SubscriberMail").

WHEREAS, Create-It! is the sole member of SubscriberMail; and

WHEREAS, Create-It! and SubscriberMail have each determined that it is in their best interests to merge SubscriberMail with and into Create-It! (the "Merger"), so that Create-It! will continue as the surviving entity of the Merger;

NOW THEREFORE, in consideration of the foregoing premise and the agreements contained herein, the parties agree as follows:

**I. CONSTITUENT ENTITIES**

The name of each constituent entity is as follows: Create-It! Inc., an Illinois corporation, and SubscriberMail, LLC, an Illinois limited liability company.

**II. SURVIVING ENTITY**

The name of the surviving entity is Create-It! Inc., an Illinois corporation, and following the Merger, its name shall remain Create-It! Inc. The principal business address of Create-It! Inc. is 3333 Warrenville Road, Suite 530, Lisle, IL 60532.

**III. MERGER**

Pursuant to Article 37 of the Illinois Limited Liability Company Act, 805 ILCS 180/1 *et seq.*, SubscriberMail shall be merged with and into Create-It!.

**IV. ARTICLES OF INCORPORATION AND BYLAWS**

At the Effective Time (as defined in Article VI below), the Articles of Incorporation and Bylaws of Create-It! in effect immediately prior to the time the Merger becomes effective shall be and remain in effect for the surviving entity until thereafter duly altered, amended or repealed in accordance with applicable law. No amendments to the Articles of Incorporation are desired to be effected.

**V. MANNER AND BASIS OF CONVERTING INTEREST**

SubscriberMail Membership Equity. At the Effective Time and by virtue of the Merger, all of the outstanding Membership Equity of SubscriberMail held by Create-It! shall be cancelled and shall cease to exist and no consideration shall be issued in respect thereof.

Create-It! Capital Stock. At the Effective Time, each share of capital stock of Create-It! that is issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding and unchanged as a result of the Merger.

**VI. EFFECTIVE TIME**

The Merger shall become effective at 11:55 p.m. E.S.T. on December 31, 2011 (the "Effective Time").

**VII. DIRECTORS AND OFFICERS**


At the Effective Time, the directors and officers of Create-It! immediately prior to the Merger shall remain the respective directors and officers of Create-It! after the Merger holding office in accordance with the Articles of Incorporation, as amended, and Bylaws of Create-It!.

**VIII. AUTHORIZATION AND APPROVAL**

This Agreement and Plan of Merger has been duly authorized and approved by the sole shareholder of Create-It! pursuant to Section 11.20 of the Illinois Business Corporation Act, 805 ILCS 5/1 *et seq.*, and by the sole member of SubscriberMail in accordance with Section 37-20(c) of the Illinois Limited Liability Company Act.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized representatives to execute this Agreement and Plan of Merger as of the date first above written.

**SUBSCRIBERMAIL, LLC**  
Create-It! Inc., Sole Member

By:   
Judy C. Norris, Senior Vice President

**CREATE-IT! INC.**

By:   
Judy C. Norris, Senior Vice President



**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.