

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/1996

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
M. GRUMBACHER, INC.		12/13/1996	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	KOH-I-NOOR INC.
Street Address:	100 North Street
Internal Address:	P.O. Box 68
City:	Bloomsbury
State/Country:	NEW JERSEY
Postal Code:	08804-0068
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0243871	GAINSBOROUGH

CORRESPONDENCE DATA

Fax Number: (646)424-0880
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 646-424-0770
 Email: gdc@scgb-law.com
 Correspondent Name: Jay A. Bondell
 Address Line 1: 292 Madison Avenue
 Address Line 2: 0066-246/JAB
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	0066-246/JAB
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NAME OF SUBMITTER:	Jay A. Bondell
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CH \$40.00 0243871

Signature:

/Jay A. Bondell/

Date:

06/14/2007

Total Attachments: 3

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CERTIFICATE OF MERGER

of

CSC 45

M. GRUMBACHER, INC.

into

KOH-I-NOOR INC.

(Under Section 907 of the Business Corporation Law)

KOH-I-NOOR INC., a corporation organized under the laws of the State of New Jersey, pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York hereby certifies as follows:

FIRST: The Board of Directors of KOH-I-NOOR INC. has adopted a plan of merger setting forth the terms and conditions of merging M. GRUMBACHER, INC. (the subsidiary corporation) into KOH-I-NOOR INC. (the surviving corporation).

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of Koh-I-Noor Inc. and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on January 31, 1947, is M. GRUMBACHER, INC. The name under which said corporation was formed is S. Grumbacher, Inc.

FOURTH: The name of the surviving corporation, which was organized under the laws of the State of New Jersey, on December 27, 1937, is KOH-I-NOOR INC. The name under which said corporation was formed is L. & C. Hardtmuth, Inc. No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York, and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

FIFTH: The designation and number of outstanding shares of each class of M. Grumbacher, Inc., all of which are owned by Koh-I-Noor Inc., as set forth in the plan of merger, are as follows:

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2

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REEL: 1556 FRAME: 0418

TRADEMARK

REEL: 003561 FRAME: 0158

<u>Designation</u>	<u>Number</u>
Common Stock, par value \$.01 per share	1

SIXTH: Koh-I-Noor Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of M. Grumbacher, Inc. and for the enforcement of any liability or obligation of Koh-I-Noor Inc. for which Koh-I-Noor Inc. is previously amenable to suit in the State of New York.

SEVENTH: Koh-I-Noor Inc. hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against Koh-I-Noor Inc. served upon him is:

Koh-I-Noor Inc.
100 North Street
P.O. Box 68
Bloomsbury, NJ 08804-0068
Attention: Robert A. Jones,
Vice President

EIGHTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 1st day of January, 1997.

NINTH: Koh-I-Noor Inc. agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the holders of those shares of M. Grumbacher, Inc. which are not owned by Koh-I-Noor Inc. the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

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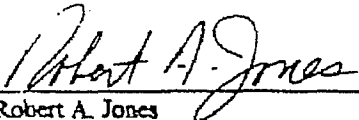
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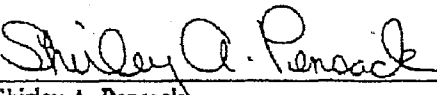
IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

Date: December 13, 1996

KOH-I-NOOR INC.



Robert A. Jones
Vice President of the surviving corporation



Shirley A. Pensack
Assistant Secretary of the surviving corporation

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4

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