

MA 6-11-98

07-02-1998

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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JUN 11 1998

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
12 23 96
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name PENN CORPORATION Execution Date
Month Day Year
12 23 96

- Formerly _____
- Individual General Partnership Limited Partnership Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name CONTEMPO COLOURS, INC.

- DBA/AKA/TA _____
- Composed of _____
- Address (line 1) One Paper Place
- Address (line 2) _____
- Address (line 3) Kalamazoo Michigan, U.S.A. 49001
City State/Country Zip Code
- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 - Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

06/29/1998 DNGUYEN 00000252 1236284

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1747 FRAME: 0085

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 06/29/1998
 \$375.00
 CHECK Refund

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1236284"/>	<input type="text" value="1324454"/>	<input type="text" value="1325785"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1354017"/>	<input type="text" value="1439199"/>	<input type="text" value="1541249"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1540570"/>	<input type="text" value="1722178"/>	<input type="text" value="259967"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Gordon W. Hueschen

Name of Person Signing

Signature

June 11, 1998

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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1411280	2012017	1548235
1547311	807279	807280
806831	973414	1236287
1324453	1326933	1359178
1439198	1722176	

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PEACOCK PAPERS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "PENN CORPORATION" UNDER THE NAME OF "CONTEMPO COLOURS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 2:15 O'CLOCK P.M.



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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PEACOCK PAPERS, INC.
WITH AND INTO
PENN CORPORATION

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

Peacock Papers, Inc., a Massachusetts corporation (the
"Corporation"), does hereby certify to the following facts relating
to the merger (the "Merger") of the Corporation with and into Penn
Corporation, a Delaware corporation ("Penn"), with Penn remaining
as the surviving corporation (the "Surviving Corporation"):

FIRST: The name and state of incorporation of each of
the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Peacock Papers, Inc.	Massachusetts
Penn Corporation	Delaware

SECOND: The Corporation owns all of the issued and
outstanding shares of common stock, par value \$1.00 per share, of

Penn, which is the only class of capital stock of Penn outstanding at the effective time of the Merger.

THIRD: The Merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the Commonwealth of Massachusetts and Section 253 of the General Corporation Law of the State of Delaware. A true copy of the resolutions, which were duly adopted by the Board of Directors of the Corporation on December 23, 1996, is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and remain in full force and effect.

FOURTH: The Certificate of Incorporation of Penn, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation, except that Article FIRST shall be amended in its entirety, as of the effective time of the Merger, to read as follows:

"FIRST: The name of the corporation is Contempo Colours, Inc."

FIFTH: The Surviving Corporation shall be Penn Corporation.

IN WITNESS WHEREOF, Peacock Papers, Inc. has caused this Certificate of Merger to be executed on its behalf by its President.

Peacock Papers, Inc.

By: 
Name: Sharon P. McColey
Title: President

EXHIBIT A

VOTED: That the Corporation be merged (the "Merger") with and into Penn Corporation, a Delaware corporation ("Penn"), under and according to the provisions of Section 253 of the General Corporation Law of the State of Delaware and Section 79 of Chapter 156B of the General Laws of Massachusetts and in accordance with the votes hereinafter set forth and that the Merger hereby is authorized, approved, adopted, ratified and confirmed in all respects.

VOTED: That the Agreement of Merger between the Corporation and Penn (the "Merger Agreement") in substantially the form attached hereto as Exhibit A be, and hereby is, authorized and approved; that the President or any Vice President and the Treasurer or any Assistant Treasurer of the Corporation be, and each of them hereby is, authorized for and on behalf of the Corporation to execute and deliver the Merger Agreement with such changes thereto as such officers may approve, their execution thereof to be conclusive evidence of such approval; that the Merger Agreement be submitted to the sole stockholder of the Corporation for approval by its written consent, and that upon approval thereof by the sole stockholder of the Corporation, the President or any Vice President and the Clerk or any Assistant Clerk of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute and cause to be filed with the Secretary of the Commonwealth of Massachusetts appropriate Articles of Merger setting forth the due adoption of the Merger Agreement, and to pay the proper filing fee payable thereon.

VOTED: That the Merger and the other transactions contemplated by the Merger be, and they hereby are, authorized, approved, adopted, ratified and confirmed in all respects.

VOTED: That the Board of Directors hereby recommends to the sole stockholder of the Corporation that such stockholder approve and adopt the Merger and the other transactions contemplated by the Merger.

- VOTED: That in the Merger the shares of common stock, par value \$1.00 per share, of Penn held by the Corporation shall be canceled and returned to the treasury of Penn.
- VOTED: That in the Merger each share of common stock, no par value per share, of the Corporation, issued and outstanding immediately prior to the effective time of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of common stock, par value \$1.00 per share, of the Surviving Corporation, and such shares shall be distributed to the sole stockholder of the Corporation.
- VOTED: That the Certificate of Incorporation of Penn, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation, except that Article FIRST shall be amended in its entirety, as of the effective time of the Merger, to read as follows:
- FIRST: The name of the corporation is Contempo Colours, Inc.
- VOTED: That the By-Laws of Penn, as in effect immediately prior to the effective time of the Merger, shall be the By-Laws of the Surviving Corporation.
- VOTED: That the directors of Penn, immediately prior to the effective time of the Merger, shall be the directors of the Surviving Corporation, each to hold office until his or her successor is duly elected or appointed and qualified in the manner provided in the By-Laws of the Surviving Corporation, or as otherwise provided by law.
- VOTED: That the officers of Penn, immediately prior to the effective time of the Merger, shall be the directors of the Surviving Corporation, each to hold office until his or her successor is duly elected or appointed and qualified in the manner provided in the By-Laws of the Surviving Corporation, or as otherwise provided by law.
- VOTED: That the officers of Penn, immediately prior to the effective time of the Merger, shall be the officers of the Surviving Corporation, each to hold office until his or her successor is duly elected or appointed and qualified in the manner provided in the By-Laws of the Surviving Corporation, or as otherwise provided by law.

- VOTED: That the President, each Vice President and the Secretary (the "Authorized Officers") be, and each of them individually hereby is, authorized, empowered and directed for, and in the name and on behalf of, the Corporation, to execute and acknowledge a Certificate of Ownership and Merger as required by the General Corporation Law of the State of Delaware (the "GCL"), setting forth, among other things, a copy of these resolutions and the date of their adoption and that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed for, and in the name and on behalf of, the Corporation, to cause such executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State in the State of Delaware in accordance with Sections 103 and 253 of the GCL.
- VOTED: That the Authorized Officers be, and each of them hereby is, authorized and directed to execute any and all documents necessary or appropriate in order to carry out the terms and intent of the Merger, and to do any and all other things necessary or desirable to effectuate the Merger.
- VOTED: That all actions previously taken by any director or officer of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby authorized, approved, adopted, ratified and confirmed in all respects.
- VOTED: That this Consent may be executed in any number of identical counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same document.

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December 20, 1996 5:59 pm