

Form PTO-1594  
1-31-92

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**GORDON BROTHERS CORPORATION**  
**40 BROAD STREET**  
**BOSTON, MA 02109**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **DELAWARE**  
 Other: \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other: \_\_\_\_\_

Execution Date: DECEMBER 26, 2001

2. Name and address of receiving party(ies):  
Name: GBC, INC  
Internal Address: \_\_\_\_\_  
Street Address: 40 BROAD STREET  
City: BOSTON State: MA Zip: 02109

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State MASSACHUSETTS  
 Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?:  Yes  No

4. Application number(s) or registration numbers(s):  
A. Trademark Application No.(s)  
  
Additional numbers attached?  Yes  No

B. Trademark registration No.(s)  
  
**2,379,679 - GBC**

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: DEBORAH L. BENSON  
Internal Address: \_\_\_\_\_  
HINCKLEY, ALLEN & SNYDER LLP  
Street Address: 28 STATE STREET  
City: BOSTON State: MA Zip: 02109

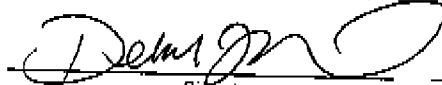
6. Total number of applications and registrations involved: ( 1 )

7. Total fee (37 CFR 3.41) \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account  
Deposit account number: 500485

8. (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

DEBORAH L. BENSON                                            DECEMBER 10, 2003  
Name of Person Signing                      Signature                      Date

OMB No. 0651-0011 (exp. 4/94)

Total number of pages comprising cover sheet [ 1 ]

Mail documents to be recorded with required cover sheet information to:

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CH \$40.00 500485 2379679

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FEDERAL IDENTIFICATION NO. \_\_\_\_\_ Fee: \$250.00

Examiner

# The Commonwealth of Massachusetts *of*

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Richard T. Lawler, *President / Vice-President*

and Wayne E. Anderson, *Clerk / Treasurer/Clerk*

of GBC, Inc. (060804967)  
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Gordon Brothers Corporation	Delaware	October 1, 1947

04-2048805

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

VOTED: That acting pursuant to the provisions of Chapter 156B, Section 82 of the Massachusetts General Laws, the Corporation, being the owner of all of the outstanding shares of capital stock of Gordon Brother Corporation, a Delaware corporation, hereby merges said Gordon Brothers Corporation into the Corporation, with the Corporation becoming the resulting corporation, said merger to take effect upon the filing of the Articles of Merger with the Secretary of the Commonwealth but to be effective as of the close of business on December 31, 2001, for tax and accounting purposes only.

VOTED: That the President and the Clerk of the Corporation be, and they hereby are, authorized and empowered, for and on behalf of the Corporation and in its corporate name, to sign Articles of Merger setting forth the merger of Gordon Brothers Corporation into the Corporation and to submit the same to the Secretary of the Commonwealth of Massachusetts for his approval and for filing.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 19<sup>th</sup> day of December, 20 01

Richard T. Lawler  
Richard T. Lawler, \*President / \*Member/Secretary

Wayne E. Anderson  
Wayne E. Anderson, \*Clerk / \*Assistant Clerk

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, this document should be signed by officers having corresponding powers and duties.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

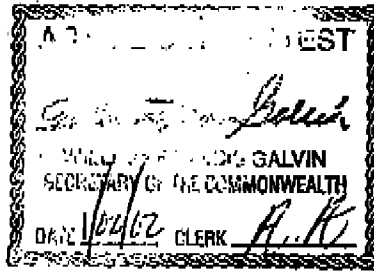
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250 having been paid, said articles are deemed to have been filed with me this 20<sup>th</sup> day of December, 20 01.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth



SECRETARY OF THE  
COMMONWEALTH  
CORPORATION DIVISION  
01 DEC 26 PM 2:46

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

Adam M. Grandy c/o Holland & Knight LLP  
10 St. James Avenue  
Boston, Massachusetts 02116  
Telephone: (617) 523-2700

# Hinckley, Allen & Snyder LLP

Attorneys At Law  
28 State Street  
Boston, Massachusetts 02109-1775  
617 345-9000 □ FAX 617 345-9020

## FACSIMILE TRANSMITTAL SHEET

FROM: Myriam Villarroel, Legal Assistant

DATE: December 10, 2003

NUMBER OF PAGES TRANSMITTED  
(INCLUDING COVER SHEET) 6

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TO: Assignment Division

FIRM: U.S. Patent and Trademark Office

RE: Recordation Form Cover Sheet / Articles of Merger

Trademark Registration No. 2,379,679 - GBC

BUS # (703) 308-9723

FAX # (703) 306-5995

URGENT MESSAGE

For your information

Please call sender to discuss

Please see below

Per our discussion

As requested

MESSAGE:

### DOCUMENTS ATTACHED.

(1) RECORDATION FORM COVER SHEET IN DUPLICATE, INCLUDING AN AUTHORIZATION TO CHARGE A DEPOSIT ACCOUNT TO COVER RECORDATION FEE.

(2) ARTICLES OF MERGER

#466405

1500 FLEET CENTER □ PROVIDENCE, RHODE ISLAND 02903 □ 401 274-2000 □ FAX 401 277-0600

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RECORDED: 12/10/2003

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