

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	05/01/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Monaco SpinCo Inc.		05/01/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Mead Products LLC
<b>Street Address:</b>	4751 Hempstead Station Drive
<b>City:</b>	Dayton
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	45429
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 417**

Property Type	Number	Word Mark
Serial Number:	77551127	S-CURVE
Serial Number:	77910293	ACT RESPONSIBLY
Serial Number:	77910311	ACT RESPONSIBLY
Serial Number:	85217629	RIGHT SIZE. RIGHT FIT.
Serial Number:	85325003	BETTER ON PAPER
Serial Number:	85350640	CAMBRIDGE
Serial Number:	85427923	BABY ZOOSTERS
Serial Number:	85461162	MY GUY
Serial Number:	85462201	TROPICAL GETAWAY
Serial Number:	85462763	PLAN ORGANIZE LIVE
Serial Number:	85465789	ESSENCE
Serial Number:	85465808	CAPRICE
Serial Number:	85465975	LIFE MADE SWEET

OP \$10440.00 77551127

Serial Number:	85472969	ORGANIZER
Serial Number:	85491228	MATH BUILDERS
Serial Number:	85492531	TECHFOLIO
Serial Number:	85502956	LOOK FORWARD
Serial Number:	85503219	BRAIN BUILDING ADVENTURES
Serial Number:	85534421	FIVE STAR FLEX
Serial Number:	85549573	COLLEGE TRACK
Serial Number:	85549582	HOME TRACK
Serial Number:	85549616	FIVE STAR
Serial Number:	85549644	MEAD
Serial Number:	85551639	IN THE LOOP
Serial Number:	85551650	FIVE STAR
Serial Number:	85586166	MEAD PAPERIE
Serial Number:	85586355	ZWIPE PERMANENT. TIL YOU TAKE IT OFF!
Serial Number:	85592228	MYTIME
Serial Number:	85592238	BUILT STRONG TO LAST LONG
Serial Number:	85592247	BUILT STRONG TO LAST LONG
Serial Number:	85592263	BUILT STRONG TO LAST LONG
Serial Number:	85592471	FIVE STAR
Serial Number:	85592524	FIVE STAR
Serial Number:	85592534	FIVE STAR
Serial Number:	85592567	FIVE STAR
Serial Number:	85593395	FIVE STAR
Serial Number:	85593403	FIVE STAR
Serial Number:	85593430	MEAD
Serial Number:	85593501	MEAD
Serial Number:	85593506	MEAD
Serial Number:	85593572	MEAD
Serial Number:	85593588	MEAD
Serial Number:	85602099	FIVE STAR FLEX
Serial Number:	71280541	SUCCESS
Serial Number:	71371702	BLUE HORSE
Serial Number:	71373797	DAY AT A GLANCE
Serial Number:	71526166	PEE-CHEE
Serial Number:	71545924	HYTONE

	71694979	MONTH AT A GLANCE
Serial Number:	72102309	AT-A-GLANCE
Serial Number:	72174470	STANDARD DIARY
Serial Number:	72174552	CLASS MATE
Serial Number:	72205023	PRESSIT SEALIT
Serial Number:	72211631	MONTHLY-MINDER
Serial Number:	72261337	REFRESHER
Serial Number:	72318165	PERPETUCAL
Serial Number:	72391823	MONTAG
Serial Number:	72391822	MONTAG
Serial Number:	72396015	ORGANIZER
Serial Number:	73045583	THE CALCUMETRIC
Serial Number:	73072833	PLAN-A-MONTH
Serial Number:	73078709	MEAD
Serial Number:	73194431	TRAPPER
Serial Number:	73194516	TRAPPER KEEPER
Serial Number:	73247649	FLIP-A-WEEK
Serial Number:	73172292	AMERICANA
Serial Number:	73205065	TIMEPEACE
Serial Number:	73333203	EXECUTIVE'S DAY MINDER
Serial Number:	73381870	DAY AT A GLANCE
Serial Number:	73381872	WEEK AT A GLANCE
Serial Number:	73446644	SUCCESS
Serial Number:	73506740	FIVE STAR
Serial Number:	73507253	RUNNING MATE
Serial Number:	73490060	DUO MINDER
Serial Number:	73502352	BURKHART'S DAY COUNTER
Serial Number:	73518561	EVER READY
Serial Number:	73533504	TIMEPEACE
Serial Number:	73546697	TIME TELLER
Serial Number:	73567707	MEAD
Serial Number:	73588632	MEAD
Serial Number:	73616368	CAMBRIDGE
Serial Number:	73616365	CAMBRIDGE
Serial Number:	73635967	

	73699084	EXPANDABLES
Serial Number:	73709438	NEATBOOK
Serial Number:	73701973	ENVELOK
Serial Number:	73801541	THE GIFT THAT LASTS ALL YEAR
Serial Number:	73813461	YEAR AT A GLANCE
Serial Number:	74038075	TRAPPER
Serial Number:	74037913	SPIRAL LOCK
Serial Number:	74043890	NEAT SHEET
Serial Number:	74110298	BRITE WALLETS
Serial Number:	74210154	CAT & COMPANY
Serial Number:	74800194	FIVE STAR
Serial Number:	74247117	FIVE STAR
Serial Number:	74247121	OFFICIAL
Serial Number:	74198304	STUDS 'N SPURS
Serial Number:	74800923	GRAD
Serial Number:	74208753	FIRST GEAR
Serial Number:	74214693	AT-A-GLANCE ORGANIZER
Serial Number:	74208758	FIRST GEAR
Serial Number:	74800928	VISION POINT
Serial Number:	74348664	
Serial Number:	74156574	GLIDE-TRAC
Serial Number:	74303727	SCHOOL PAK
Serial Number:	74207626	
Serial Number:	74327982	ROLLERBACK
Serial Number:	74162776	KEEPIN' TABS
Serial Number:	74329616	MAILBOX COLLECTION
Serial Number:	74281733	MAILBOX COLLECTION
Serial Number:	74377059	
Serial Number:	74387800	HOBBIES & IDEAS
Serial Number:	74385251	
Serial Number:	74388502	KEEPIN' TABS
Serial Number:	74383266	CAMBRIDGE
Serial Number:	74385144	CAMBRIDGE
Serial Number:	74409474	ROLL A' SKETCH
Serial Number:	74415415	FIRST GEAR

	74415416	FIVE STAR
Serial Number:	74415419	FIVE STAR
Serial Number:	74347563	UPPERCLASS
Serial Number:	74349176	UPPER CLASS
Serial Number:	74424303	PALETTE LETTERS
Serial Number:	74450093	ONLY A ROSE
Serial Number:	74447283	
Serial Number:	74463366	MEAD
Serial Number:	74450090	HYTONE
Serial Number:	74429810	
Serial Number:	74208757	XL
Serial Number:	74502249	CAMBRIDGE
Serial Number:	74502250	
Serial Number:	74497215	
Serial Number:	74538839	DAY RUNNER
Serial Number:	74393322	TIME RESOURCES
Serial Number:	74424968	EXPRESSIVE IMAGES
Serial Number:	74561875	TECH LOCK
Serial Number:	74521754	
Serial Number:	74538840	DAY RUNNER
Serial Number:	74582536	PRO BUSINESS SYSTEM
Serial Number:	74582535	PRO BUSINESS SYSTEM
Serial Number:	74544118	POCKET PARTNER
Serial Number:	74735849	THE BRANDS AMERICA PLANS ON
Serial Number:	74555834	DAYMINDER
Serial Number:	74570332	TECH
Serial Number:	74563365	SUCCESSORIES
Serial Number:	74584529	QUICK NOTES
Serial Number:	74584799	QUICKNOTES
Serial Number:	75113501	DESIGN HOUSE
Serial Number:	75091815	YEAR-IN-A-BOX
Serial Number:	75092749	DAY DREAM
Serial Number:	75092750	HOMETOWN GRAPHICS
Serial Number:	75092937	D
Serial Number:	74534220	READY REFERENCE BRAND

	75154519	
Serial Number:	75069737	READY REFERENCE
Serial Number:	75191002	FIVE STAR
Serial Number:	75112765	AT-A-GLANCE
Serial Number:	75089942	PURRS & GRRRS
Serial Number:	75138898	DAY RUNNER
Serial Number:	75193982	AT A GLANCE
Serial Number:	75171589	MEAD
Serial Number:	75171588	MEAD
Serial Number:	75427573	G GRAD
Serial Number:	75352591	COUNTRY BEARS
Serial Number:	75281668	YOUR LIFE, YOUR WAY
Serial Number:	75202676	FOR THE GIFT OF ART
Serial Number:	75576799	DUO PLANNER
Serial Number:	75604698	FIVE STAR
Serial Number:	75587921	24/7
Serial Number:	75747770	COMMUNICATIONS PLATFORM
Serial Number:	75748184	PLANNING PLATFORM
Serial Number:	75601250	PLANNERFOLIO
Serial Number:	75748126	ALL DAY EVERY DAY
Serial Number:	75565692	YESTERYEARS
Serial Number:	76145902	AMCAL
Serial Number:	76145901	FOR THE GIFT OF ART
Serial Number:	76145903	
Serial Number:	75456311	LIFE LINKS
Serial Number:	76090613	UPPER CLASS
Serial Number:	75828721	XPANZ
Serial Number:	76199178	THE ACTION PLANNER
Serial Number:	76169220	UPPER CLASS
Serial Number:	76303494	TUFF! COVER
Serial Number:	76268761	THE WALNUT CREEK STATIONERY CO.
Serial Number:	76357846	THE ACTION PLANNER
Serial Number:	76276225	DURAFILER
Serial Number:	78030545	CLASSMATE
Serial Number:	76372017	AMERICA THE BEAUTIFUL

	76380089	AT-A-GLANCE
Serial Number:	76173250	EXPANDABLES
Serial Number:	76295956	PUNCH 'N POUCH
Serial Number:	76333838	CAMBRIDGE EXECUTIVE
Serial Number:	76333836	STREET SENSE
Serial Number:	76371131	STREET SENSE
Serial Number:	76423401	EVERREADY
Serial Number:	76420435	ORGANIC ELEMENTS
Serial Number:	76410915	
Serial Number:	76410916	CAMBRIDGE
Serial Number:	76363833	ORGANIC ELEMENTS
Serial Number:	76975989	PRO
Serial Number:	76443441	SEE & FEEL
Serial Number:	76443444	SEE & FEEL
Serial Number:	76443442	FIVE STAR PREMIER
Serial Number:	76473539	WRAPPER KEEPER
Serial Number:	76443433	FIVE STAR PREMIER
Serial Number:	76463009	ARIA
Serial Number:	76463010	ARIA
Serial Number:	78344156	AT-A-GLANCE EXECUTIVE
Serial Number:	78274735	BUSINESS JACKET
Serial Number:	76530825	SUPER SMART SHOPPER
Serial Number:	76530826	SUPER SMART SHOPPER
Serial Number:	76530423	COLLECTIONS BY CAMBRIDGE
Serial Number:	76403559	P PRESS-IT SEAL-IT
Serial Number:	78409624	PRO
Serial Number:	78172609	QUICKNOTES
Serial Number:	78343753	ADVANCE
Serial Number:	76571928	BUILT STRONG TO LAST LONG
Serial Number:	78975753	ART FOR EVERYDAY LIVING
Serial Number:	76552125	DURABLE POLY
Serial Number:	76552371	CARRY FILE
Serial Number:	78468421	PAW PALS
Serial Number:	76504979	BOOKSLEEVE
Serial Number:	78179438	QUICKNOTES

	78483937	SPIRAL
Serial Number:	78402043	DAYMINDER PREMIERE
Serial Number:	78528078	TRAPPER
Serial Number:	78498068	EXPANDABLES
Serial Number:	78520282	DAY RUNNER
Serial Number:	78501858	BABY ZOOSTERS
Serial Number:	77003938	ARIA
Serial Number:	76518211	LANDMARK
Serial Number:	78520292	DAY RUNNER
Serial Number:	78523928	NOTETAKER
Serial Number:	78552492	FINE DIARY
Serial Number:	78476330	BRIGHTS
Serial Number:	78976645	ARIA
Serial Number:	78550572	CAMBRIDGE LIMITED BUSINESS NOTEBOOKS
Serial Number:	78656605	BUNGEE
Serial Number:	78656613	BUNGEE
Serial Number:	78494437	TRULOCK
Serial Number:	78535941	
Serial Number:	78550651	CAMBRIDGE PLANNERS
Serial Number:	78425077	NO-LIK
Serial Number:	78535930	FIVE STAR
Serial Number:	78535935	
Serial Number:	78687385	CAMBRIDGE LIMITED
Serial Number:	78409618	ARIA
Serial Number:	78726682	ADVANCE
Serial Number:	78592011	SMART SHOPPER
Serial Number:	78748968	PEE-CHEE
Serial Number:	78628402	INDEX KEEPER
Serial Number:	78469403	FIVE STAR RECYCLED
Serial Number:	78483840	ZWIPES
Serial Number:	78501836	ZWIPES
Serial Number:	78501849	ZWIPES PERMANENT. 'TIL YOU TAKE IT OFF!
Serial Number:	78501833	SIMPLE SOLUTIONS
Serial Number:	78694160	MOTIVATIONAL CLASSICS
Serial Number:	78727553	NOTEPOCKET



	78865547	FOR THE GIFT OF ART
Serial Number:	78784535	
Serial Number:	78784536	AMCAL
Serial Number:	78809720	THE WALNUT CREEK STATIONERY CO.
Serial Number:	78887440	TREASURED HEARTS
Serial Number:	78727579	NOTEPROTECTOR
Serial Number:	78933468	MEAD
Serial Number:	78933470	MEAD
Serial Number:	78933479	MEAD
Serial Number:	78933489	MEAD
Serial Number:	78548912	CAMBRIDGE WRITING PADS
Serial Number:	78621682	RINGDEX
Serial Number:	78697979	FIVE STAR FLEX
Serial Number:	78697976	FIVE STAR FLEX
Serial Number:	78671089	INK UNLOCKER
Serial Number:	78809728	THE WALNUT CREEK STATIONERY CO.
Serial Number:	78550566	CAMBRIDGE BUSINESS NOTEBOOKS
Serial Number:	78644326	OUTLINK
Serial Number:	78700679	OUTLINK
Serial Number:	77040136	FIVE STAR FLEX
Serial Number:	77074111	PRO
Serial Number:	78927403	VERTIGO
Serial Number:	77026707	ZWIPES
Serial Number:	77026708	Z ZWIPES PERMANENT. 'TIL YOU TAKE IT OFF!
Serial Number:	77026711	Z ZWIPES
Serial Number:	77040133	RIGHT ON TIME
Serial Number:	77013154	FIVE STAR
Serial Number:	77022397	MEAD
Serial Number:	77040127	FIVE STAR FLEX
Serial Number:	78863328	MEAD 4 TEACHERS
Serial Number:	78697977	HYBRID NOTEBINDER
Serial Number:	78931758	E717-50
Serial Number:	77003947	ARIA
Serial Number:	78788241	PAGE JOG
Serial Number:	78674986	WRIST REMINDERS

	78674991	WRIST REMINDERS
Serial Number:	78875038	MEAD HAPPINESS
Serial Number:	78634184	AT-A-GLANCE PLAN ON IT!
Serial Number:	78673076	LAX
Serial Number:	78673078	LAX
Serial Number:	78971984	D
Serial Number:	78887486	CUSTOMYZE
Serial Number:	78887424	EXO
Serial Number:	78887433	EXO
Serial Number:	77168752	
Serial Number:	78877246	MEADSPORTS
Serial Number:	78877253	MEADSPORTS
Serial Number:	77089992	DAY RUNNER EXPRESS
Serial Number:	78895369	
Serial Number:	77006275	CUSTOMIZE IT, ORGANIZE IT, TRAP IT!
Serial Number:	78895363	FOR THE GIFT OF ART
Serial Number:	78732250	FIVE STAR
Serial Number:	78674970	FIVE STAR
Serial Number:	78510560	ART FOR EVERYDAY LIVING
Serial Number:	78895343	AMCAL
Serial Number:	78732256	FIVE STAR
Serial Number:	78634166	AT-A-GLANCE...PLAN ON IT
Serial Number:	78693281	FLIRTY FLORALS
Serial Number:	78732261	MEAD
Serial Number:	78732262	MEAD
Serial Number:	77180249	HOME MANAGER
Serial Number:	77117901	PURRS & GRRRS
Serial Number:	77152831	WRAPPER KEEPER
Serial Number:	78732264	MEAD
Serial Number:	78693294	PLEASANTLY PAISLEY
Serial Number:	77155840	TRAPPER
Serial Number:	78633114	TASK PAD
Serial Number:	78979691	QUALITY MEETS STYLE
Serial Number:	77181462	ALL ABOUT THE GAME
Serial Number:	77064906	MEAD MATTERS

	77181595	DAY RUNNER
Serial Number:	77095350	EXPRESS
Serial Number:	77191748	PRETTY PLEASE
Serial Number:	78656589	ZIPPER KEEPER
Serial Number:	77082134	FAMILY MATTERS
Serial Number:	77191754	SHAPE IT UP
Serial Number:	77119279	SOUND
Serial Number:	78971996	SIMPLYSTRIPED
Serial Number:	77207314	FIVE STAR
Serial Number:	77207329	FIVE STAR
Serial Number:	77082132	FAMILY MATTERS
Serial Number:	77975743	FIVE STAR
Serial Number:	77975750	FIVE STAR
Serial Number:	77245459	CLEAR IMPRESSIONS
Serial Number:	77330110	AT-A-GLANCE
Serial Number:	78842899	NOTETOTE
Serial Number:	78867742	BUY MEAD. GET REWARDED.
Serial Number:	78732254	FIVE STAR
Serial Number:	77288300	SHAPE BUILDERS
Serial Number:	77288308	CONNECT WITH COLOR
Serial Number:	77288327	CONNECT WITH COLOR
Serial Number:	77288335	SHAPE BUILDERS
Serial Number:	77207349	SOUND
Serial Number:	77207366	MEAD
Serial Number:	78732265	MEAD
Serial Number:	78469402	FIVE STAR PREMIER
Serial Number:	78887499	CUSTOMYZE
Serial Number:	77315977	MEAD
Serial Number:	77315991	FIVE STAR
Serial Number:	77316002	FIVE STAR
Serial Number:	77398442	FAMILY MATTERS
Serial Number:	77398453	FAMILY MATTERS
Serial Number:	77119273	SOUND
Serial Number:	77207288	XPANZ
Serial Number:	77460666	IDEA BUILDERS

	77460657	PATH QUEST
Serial Number:	78949948	ARIA
Serial Number:	78949963	ARIA
Serial Number:	77388976	
Serial Number:	77389000	FOR THE GIFT OF ART
Serial Number:	77389090	AMCAL
Serial Number:	77155867	TRAPPER KEEPER
Serial Number:	77288345	SNIP IT!
Serial Number:	77288355	SNIP IT!
Serial Number:	77460670	TRAIN CHAIN
Serial Number:	77288293	COLOR BOUND
Serial Number:	77288461	COLOR BOUND
Serial Number:	78693299	M
Serial Number:	78732263	MEAD
Serial Number:	78550583	TRIPLE VIEW
Serial Number:	77288264	LETTER STORIES
Serial Number:	77288319	
Serial Number:	77288340	LETTER STORIES
Serial Number:	77487244	ECO-FRIENDLY PRODUCT
Serial Number:	77117902	BABY ZOOSTERS
Serial Number:	77644960	IN THE GROOVE
Serial Number:	78787218	TECH LOCK
Serial Number:	77728293	RIDING THE WEST
Serial Number:	78572818	STAND 'N STORE
Serial Number:	77647528	TEMPO
Serial Number:	77728614	DAY RUNNER DESIGN YOUR DAY
Serial Number:	77588531	FRESH CUT BLOOMS COLLECTION
Serial Number:	77588526	BRANCHES & BLOOMS
Serial Number:	77644778	HOOK'N GO
Serial Number:	77432002	ORGANIZER
Serial Number:	77460679	NUMBER STORIES
Serial Number:	77187928	MEAD
Serial Number:	77315969	MEAD
Serial Number:	77919216	BUILDING BLOCKS FOR WRITING SUCCESS
Serial Number:	77929041	BUILDER

	77929054	
Serial Number:	77929071	BUILDER
Serial Number:	78732258	FIVE STAR
Serial Number:	77245358	MEAD
Serial Number:	77751856	PLAN. WRITE. REMEMBER.
Serial Number:	77957533	SMARTTAB
Serial Number:	77960319	SMARTTAB
Serial Number:	78732252	FIVE STAR
Serial Number:	77887279	LOOK FORWARD
Serial Number:	77870040	MEADCAL
Serial Number:	85059282	ORGANIZHER
Serial Number:	77929077	BUILDER
Serial Number:	77929103	BUILDER
Serial Number:	77751852	HOT
Serial Number:	85020978	IN THE LOOP
Serial Number:	85227556	WALLMATES
Serial Number:	85048190	GLOBAL WONDERS
Serial Number:	85180824	SHAPE IT UP
Serial Number:	85344764	WALLMATES

**CORRESPONDENCE DATA**

Fax Number: 9374436635  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 937-443-6949  
Email: trademarks@thompsonhine.com  
Correspondent Name: Mark P. Levy  
Address Line 1: 10050 Innovation Drive, Suite 400  
Address Line 4: Dayton, OHIO 45342-4934

ATTORNEY DOCKET NUMBER:	079965-AWAITING MATTER NO
NAME OF SUBMITTER:	Mark P. Levy
Signature:	/mark p levy/
Date:	06/04/2012

Total Attachments: 4  
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source=20120604084554424#page2.tif

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**TRADEMARK**  
**REEL: 004791 FRAME: 0923**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MONACO SPINCO INC.", A DELAWARE CORPORATION,

WITH AND INTO "MEAD PRODUCTS LLC" UNDER THE NAME OF "MEAD PRODUCTS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 2012, AT 1:49 O'CLOCK P.M.

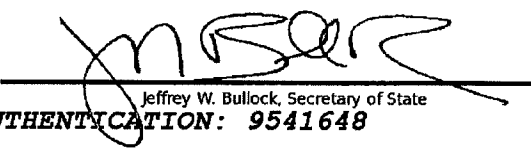
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5112493 8100M

120493612

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9541648

DATE: 05-01-12

TRADEMARK  
REEL: 004791 FRAME: 0924

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:49 PM 05/01/2012  
FILED 01:49 PM 05/01/2012  
SRV 120493612 - 5112493 FILE

CERTIFICATE OF MERGER

OF

MONACO SPINCO INC.

INTO

MEAD PRODUCTS LLC

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Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware  
and Section 264 of the General Corporation Law of the State of Delaware

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**FIRST:** The name and jurisdiction of formation or organization and domicile of each of the constituent entities is: Monaco SpinCo Inc., which was organized as and is a Delaware corporation (the "Corporation") and Mead Products LLC, which was formed as and is a Delaware limited liability company (the "LLC").

**SECOND:** The Corporation and the LLC have entered into an Agreement and Plan of Merger, dated as of May 1, 2012 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and Sections 251 and 264 of the General Corporation Law of the State of Delaware (the "DGCL"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA in the case of the LLC and Sections 103, 251 and 264 of the DGCL in the case of the Corporation.

**THIRD:** The LLC shall be the surviving entity of the merger. The certificate of formation and the limited liability company operating agreement shall be the certificate of formation and the limited liability company operating agreement of the LLC.

**FOURTH:** The Merger Agreement is on file at the offices of the LLC at 300 Tower Parkway, Lincolnshire, IL 60069. A copy of the Merger Agreement will be furnished, on request and without cost, to any stockholder of the Corporation or to any member of the LLC.



**FIFTH: This Certificate of Merger and the merger shall be effective upon filing with the Secretary of State of the State of Delaware.**

IN WITNESS WHEREOF, the LLC has caused this Certificate of Merger to be signed by its duly authorized officer in its corporate name as of May 1, 2012.

Mead Products LLC

By: /s/ Steven Rubin

Name: Steven Rubin

Title: Vice President & Secretary

[Signature Page to Certificate of Merger of Monaco SpinCo Inc. into Mead Products LLC]  
908966.04-Chicago Server 2A - MSW