

01-27-2006



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US PTO
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11/334891

011806

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

01-18-06

1. Name of conveying party(ies)

ACCO Brands, Inc.

2. Name and address of receiving party(ies)

Name: ACCO Brands USA LLC

Internal Address: _____

Street Address: 300 Tower Parkway

City: Lincolnshire

State: IL

Country: USA

Zip: 60069

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) July 27, 2005

- Assignment
- Security Agreement
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____
- Merger
- Change of Name

Additional name(s) & address(es) attached? Yes No

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Patrick R. Jewik

Internal Address: _____

TOWNSEND AND TOWNSEND AND CREW LLP

Street Address: Two Embarcadero Center,
Eighth Floor

City: San Francisco

State: California Zip: 94111-3834

Phone Number: (415) 576-0200

Fax Number: (415) 576-0300

Email Address: prj@townsend.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 numbers _____
Expiration Date _____

b. Deposit Account Number 20-1430

Authorized User Name Townsend and

Townsend and Crew LLP

9. Signature:

01/26/2006
01 FC:802

Signature
Patrick R. Jewik, Reg. No. 40,456

1-18-06
Date

Total number of pages including cover sheet, attachments, and documents:

8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, VA 22313-1450

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:11 PM 08/02/2005
FILED 01:58 PM 08/02/2005
SRV 050635275 - 0746624 FILE

ACCO BRANDS, INC.

**CERTIFICATE OF CONVERSION
OF A CORPORATION INTO
A LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT
OF THE STATE OF DELAWARE AND
SECTION 266 OF THE GENERAL CORPORATION LAW OF THE
STATE OF DELAWARE**

It is hereby certified that:

1. The name of the corporation immediately prior to the filing of this Certificate is ACCO Brands, Inc. (the "Corporation").
2. The name under which the Corporation was incorporated originally is NXT Corporation.
3. The Corporation was incorporated under the laws of the State of Delaware.
4. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is March 20, 1970.
5. The name of the limited liability company into which the Corporation shall be converted, as set forth in the Certificate of Formation filed in accordance with Section 18-214(b) of the Limited Liability Company Act of the State of Delaware, is ACCO Brands USA LLC ("ACCO LLC").
6. The conversion herein certified has been approved in accordance with the provisions of Section 18-214 of the Limited Liability Company Act of the State of Delaware and Section 266 of the General Corporate Law of the State of Delaware.
7. Effective upon the conversion herein certified, all of the outstanding shares of common stock of the Corporation shall be converted into and become membership interests in ACCO LLC.

Dated: July 27, 2005

By: 

Name: Neal V. Fenwick
Title: Vice President

CERTIFICATE OF FORMATION
OF
ACCO BRANDS USA LLC

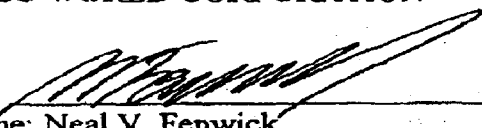
This Certificate of Formation is being executed as of the 27th day of July, 2005, for the purposes of forming a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. The name of the limited liability company is ACCO Brands USA LLC (the "Company").
2. The Company's registered office in the State of Delaware is located at Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The registered agent of the Company for service of process at such address is Corporation Service Company.

IN WITNESS WHEREOF the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

ACCO WORLD CORPORATION

By: 
Name: Neal V. Fenwick
Title: Executive Vice President - Finance and Administration

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ACCO BRANDS USA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF MARCH, A.D. 1970, AT 9 O'CLOCK A.M.

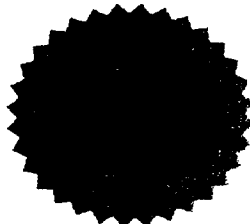
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NXT CORPORATION" TO "AMERICAN SWINGLINE, INC.", FILED THE SIXTEENTH DAY OF APRIL, A.D. 1970, AT 1 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "AMERICAN SWINGLINE, INC." TO "SWINGLINE INC.", FILED THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1970, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1974, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1980, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4087024

DATE: 08-11-05

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PATENT
REEL: 017496 FRAME: 0142

Delaware

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The First State

THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1980.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 1984, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JUNE, A.D. 1984.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 1985, AT 9 O'CLOCK A.M.

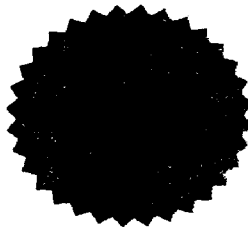
CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 1989, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1991.

CERTIFICATE OF MERGER, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 1991, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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DECEMBER, A.D. 1991.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "SWINGLINE INC." TO "ACCO USA, INC.", FILED THE NINETEENTH DAY OF DECEMBER, A.D. 1991, AT 9:02 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1991.

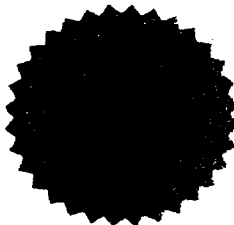
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1994.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 11:57 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "ACCO USA, INC." TO "ACCO BRANDS, INC.", FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 11:58 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4087024

DATE: 08-11-05

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The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTEENTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SIXTEENTH DAY OF JULY, A.D. 1998.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

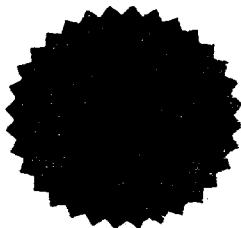
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "ACCO BRANDS, INC." TO "ACCO BRANDS USA LLC", FILED THE SECOND DAY OF

0746624 8310

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4087024

DATE: 08-11-05

PATENT
REEL: 017496 FRAME: 0145

Delaware

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The First State

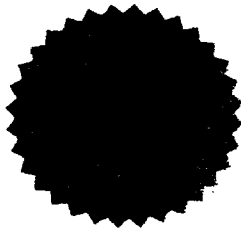
AUGUST, A.D. 2005, AT 1:58 O'CLOCK P.M.

CERTIFICATE OF FORMATION, CHANGING ITS NAME FROM "ACCO BRANDS, INC." TO "ACCO BRANDS USA LLC", FILED THE SECOND DAY OF AUGUST, A.D. 2005, AT 1:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4087024

DATE: 08-11-05

RECORDED: 01/18/2006

PATENT
REEL: 017496 FRAME: 0146