

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/30/1997

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Covey Leadership Center		05/30/1997	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Franklin Covey Co.
Street Address:	2200 West Parkway Blvd.
City:	Salt Lake City
State/Country:	UTAH
Postal Code:	84119
Entity Type:	CORPORATION: UTAH

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2193148	FIRST THINGS FIRST
Registration Number:	2017767	THINK WIN-WIN
Registration Number:	1925432	MATURITY CONTINUUM
Registration Number:	2358933	PARADIGM SHIFT
Registration Number:	2679246	INSIDE OUT

CORRESPONDENCE DATA

Fax Number: (801)817-8197
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 801-817-4285
 Email: Heidi.Nakaishi@Franklincovey.com
 Correspondent Name: Heidi Nakaishi
 Address Line 1: 2200 West Parkway Blvd.
 Address Line 4: Salt Lake City, UTAH 84119

CH \$140.00 2193148

NAME OF SUBMITTER:	Tamera Donavon
Signature:	/Tamera Donavon/
Date:	09/12/2005
Total Attachments: 6 source=Coveymerger#page1.tif source=Coveymerger#page2.tif source=Coveymerger#page3.tif source=Coveymerger#page4.tif source=Coveymerger#page5.tif source=Coveymerger#page6.tif	

EXPEDITE

CO# 80394

RECEIVED
MAY 30 1997
Utah Div. of Corp. & Comm. Code

ARTICLES OF MERGER

OF

COVEY LEADERSHIP CENTER, INC.

WITH AND INTO

FRANKLIN QUEST CO.

CO# 106953

Pursuant to the provisions of Section 16-10a-1105 of the Utah Revised Business Corporation Act (the "Act"), Franklin Quest Co., a Utah corporation ("Franklin"), and Covey Leadership Center, Inc., a Utah corporation ("Covey"), hereby execute the following Articles of Merger:

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan of Merger dated May 30, 1997 (the "Plan of Merger"), which sets forth the terms of the merger of Covey with and into Franklin (the "Merger").

2. The designation of the voting group of Covey that voted on the Merger was Common Stock. The number of outstanding shares of Common Stock of Covey and the number of votes entitled to be cast by the holders of such shares, as of April 21, 1997, was 790,000. The number of votes of the Covey Common Stock voting group cast for the Merger was 790,000 and the number of votes of the Covey Common Stock voting group cast against the Merger was none.

3. The designation of the voting group of Franklin that voted on the Merger was Common Stock. The number of outstanding shares of Common Stock of Franklin and the number of votes entitled to be cast by the holders of such shares, as of April 21, 1997, was 19,766,458. The number of votes of the Franklin Common Stock voting group cast for the Merger was 12,573,402 and the number of votes of the Franklin Common Stock voting group cast against the Merger was 111,457.

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EXECUTED as of the 30th day of May, 1997.

COVEY LEADERSHIP CENTER, INC.,
a Utah corporation

FRANKLIN QUEST CO.,
a Utah corporation

By *Stephen M. R. Covey*
Stephen M. R. Covey, President
and Chief Executive Officer

By *Jon H. Rowberry*
Jon H. Rowberry, President and
Chief Operating Officer
State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 30 day of May 1997 in the office of this Division and hereby issue this Certificate thereof.

Examiner *BS* Date 5/30/97



Karla S. Woods
KORLA T. WOODS
Division Director

TRADEMARK

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is entered into as of the 30th day of May, 1997, by and among Franklin Quest Co., a Utah corporation ("Franklin") and Covey Leadership Center, Inc., a Utah corporation ("Covey").

RECITALS

A. Franklin is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.

B. Covey is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.

C. The respective Boards of Directors of Franklin and Covey and the shareholders of Franklin and Covey deem it advisable for good and valid business reasons and for the mutual benefit of Franklin and Covey that Covey be merged with and into Franklin (the "Merger") as a statutory merger under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, upon the terms and subject to the conditions set forth herein and in the Merger Agreement among the parties hereto dated as of March 21, 1997 (the "Merger Agreement"), and in accordance with the Utah Revised Business Corporation Act (the "Act").

D. Franklin and Covey and their respective Boards of Directors and, to the extent required by applicable law, their respective shareholders, have approved this Plan.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as hereinafter defined), in accordance with the Merger Agreement and Section 16-10a-1105(2) of the Act, Covey shall be merged with and into Franklin, the separate existence of Covey shall cease, and Franklin shall continue as the surviving corporation under the new corporate name of Franklin Covey Co. (Franklin and Covey are herein sometimes referred to as the "Constituent Corporations," and Franklin, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation.")

2. Effective Time. The Merger shall become effective immediately upon the filing of Articles of Merger and this Plan with the Utah Department of Commerce, Division of Corporations and Commercial Code. The date and time of such filing are sometimes referred to herein as the "Effective Time."

3. Effect of the Merger. At the Effective Time, the Merger shall have the effect provided for in Section 16-10a-1106 of the Act.

4. Articles of Incorporation and Bylaws; Directors and Officers.

(a) The Revised Articles of Incorporation and Bylaws of Franklin, as in effect immediately prior to the Effective Time, shall, except as amended as hereinafter provided, be the

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Articles of Incorporation and Bylaws of the Surviving Corporation at the Effective Time and shall thereafter continue to be its Articles of Incorporation and Bylaws until amended as provided therein and under applicable law.

(b) Article I of the Revised Articles of Incorporation of Franklin shall be hereby amended effective as of the Effective Time to read as follows:

ARTICLE I - NAME

The name of the corporation is Franklin Covey Co.

(c) The following listed individuals shall be the directors of the Surviving Corporation at the Effective Time:

Hyrum W. Smith - Chairman
 Stephen R. Covey - Co-Chairman
 Jon H. Rowberry
 Stephen M. R. Covey
 Robert H. Daines
 E. J. "Jake" Garn
 Dennis G. Heiner
 Daniel P. Howells
 Thomas H. Lenagh
 James M. Beggs
 Robert F. Bennett
 Beverly Campbell
 Joel Peterson
 Kay Stepp
 Robert Whitman

Each of Hyrum W. Smith, Jon H. Rowberry, Robert H. Daines, E. J. "Jake" Garn, Dennis G. Heiner, Daniel P. Howells, Thomas H. Lenagh, James M. Beggs, Robert F. Bennett and Beverly Campbell, who were directors of Franklin prior to the Effective Time, shall continue to serve as directors of the Surviving Corporation until the expiration of their term as currently scheduled to expire. Each of Joel Peterson, Kay Stepp and Robert Whitman will serve a term as a director expiring at the annual meeting of shareholders to be held in 2000 and until their successors shall be duly elected and qualified. Stephen R. Covey shall serve a term as a director expiring at the annual meeting of shareholders to be held in 1999 and until his successor shall be duly elected and qualified. Stephen M. R. Covey shall serve a term as a director expiring at the annual meeting of shareholders to be held in 1998 and until his successor shall be duly elected and qualified.

(d) The following listed individuals shall be the officers of the Surviving Corporation at the Effective Time:

Chairman and Chief Executive Officer - Hyrum W. Smith
 President and Chief Operating Officer - Jon H. Rowberry
 Executive Vice President, Secretary and General Counsel - Val John Christensen
 Executive Vice President and Chief Financial Officer - John L. "Jack" Theler
 Executive Vice President, Marketing - Stephen M. R. Covey

Executive Vice President, Manufacturing - Don J. Johnson
Executive Vice President, Organizational Sales - Mark W. Stromberg
Executive Vice President, Consumer Sales - D. Gordon Wilson
Executive Vice President, International Operations - Robert J. Guindon

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of Franklin, Covey or the shareholders of Franklin or Covey, all of the shares of common stock of Covey issued and outstanding (the "Covey Common") in the aggregate, except for dissenting shares, shall automatically be converted into the right to receive shares of common stock of Franklin (the "Franklin Common") with the right of each of the holders thereof, as of the Effective Time, to be treated as a registered holder of shares of Franklin Common as of the Effective Time with all rights to dividends and other distributions made to registered holders of Franklin Common as of such date, provided that the aggregate number of shares of Franklin Common that each of the Shareholders shall be entitled to receive shall be rounded down to the nearest whole share, and provided further that if the number of shares of Franklin Common that a Shareholder is entitled to receive is rounded down to the nearest whole share, such Shareholder shall receive from Franklin in respect of the fractional share subject to such rounding, the value, determined to two decimal places, in cash of such fractional share. On the effective date, each share of Covey Common, except for dissenting shares, will, by virtue of the Merger, be canceled and converted into the right to receive 6.36823 number of shares of Franklin Common.

6. Termination or Abandonment. This Plan may be terminated and the Merger abandoned as provided in the Merger Agreement.

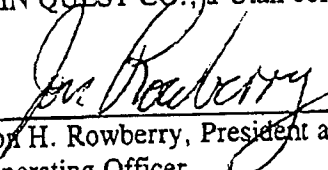
7. Other Provisions.

(a) Governing Law. This Plan shall be governed in all respects by the laws of the State of Utah.

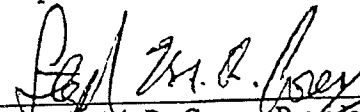
(b) Counterparts. This Plan may be executed in counterparts, each of which shall be an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Plan by their duly authorized officers as of the date first above written.

FRANKLIN QUEST CO., a Utah corporation

By: 
Jon H. Rowberry, President and Chief
Operating Officer

COVEY LEADERSHIP CENTER, INC., a Utah corporation

By: 
Stephen M. R. Covey, President and Chief
Executive Officer

CO 106953

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 10th day of April 1992
by office of the Division and hereby issue
certificate thereof.

Examiner W.B. Date 4-10-92



Carl S. Hausert
Carl S. Hausert
Division Director

ARTICLES OF AMENDMENT
AND REVISION
OF THE
ARTICLES OF INCORPORATION
OF

FRANKLIN INTERNATIONAL INSTITUTE, INC.
(HEREAFTER FRANKLIN QUEST CO.)

Pursuant to the provisions of the Utah Business Corporation Act, the undersigned corporation does hereby adopt the following Articles of Amendment and Revision of its Articles of Incorporation with the intent that this amendment constitutes a revision of such Articles of Incorporation and supersedes the existing Articles of Incorporation as previously amended:

1. The name of the corporation is Franklin International Institute, Inc.
2. The following amendment and revision of the Articles of Incorporation was adopted by the stockholders of the corporation at a meeting of stockholders on March 31, 1992.

The Articles of Incorporation of the corporation, as previously amended, are hereby amended and revised in their entirety as follows:

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