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U.S. DEPARTMENT OF COMMERC
Patent and Trademark Offic

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02-11-1999
U.S. Patent & TMOfc/TM Mail Rcpt Dt. #34

...ner of Patent ... ...hed original documents or copy thereof.

1. Name of conveying party(ies):
Chilton Company

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State Delaware
- ☐ Other

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

2. Name and address of receiving party(ies)

Name: Chilton Holding Company, Inc.

Internal Address:

Street Address: 275 Washington St.

City: Newton State: MA ZIP: 02458

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State Delaware
- ☐ Other

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

3. Nature of conveyance:

- ☐ Assignment
- ☐ Security Agreement
- ☐ Other
- ☒ Merger
- ☐ Change of Name

Execution Date: December 23, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,112,292; 1,906,941; 1,158,049
802,754; 791,433; 1,170,127
775,956; 797,506;

Additional numbers attached? ☐ Yes ☒ No

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

Name: Renee Simonton

Internal Address: Reed Elsevier Intellectual Property Management Services Inc.

Street Address: 1105 North Market St.

02/23/1999 DNGUYEN 00000070 2112292
01 FC:481 40.00 OP
02 FC:482 175.00 OP

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41) $ 215.00

- ☒ Enclosed
- ☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.

Renee Simonton
Name of Person Signing

Renee Simonton
Signature

1/19/99
Date

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

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

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:03 PM 12/23/1998
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STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

Merging
Chilton Company
into
Chilton Holding Company, Inc.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Chilton Holding Company, Inc., a corporation incorporated in the State of Delaware on December 3, 1985 (hereinafter the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY that: (a) the Corporation owns 100% of the capital stock of Chilton Company, a corporation incorporated in the State of Delaware on April 17, 1911 pursuant to the provisions of the General Corporation Law of the State of Delaware, (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 10th day of December 1998 the Corporation did determine to merge Chilton Company into itself, and (c) the following is a full and complete copy of said resolutions which have not been modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of Chilton Company, a corporation organized and existing under the laws of Delaware (hereinafter referred to as the "Merging Corporation"); and

WHEREAS, this Corporation desires to merge into itself the Merging Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said Merging Corporation effective as of December 30, 1998;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself the Merging Corporation and assume all liabilities and obligations of the Merging Corporation effective as of December 30, 1998 provided that the Certificate of Ownership and Merger is duly filed with the Secretary of State on or prior to December 30, 1998; and further

RESOLVED, that an authorized officer of this Corporation be and he/she hereby is authorized, empowered and directed to make and execute a certificate of ownership setting forth: (a) a copy of these resolutions authorizing the merger of the Merging Corporation into the Corporation and the assumption by the Corporation of all liabilities and obligations of the Merging Corporation, and (b) the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in the State of Delaware; and further

RESOLVED, that the proper officers and agents of the Corporation be, and they each hereby are, authorized, empowered and directed to take all such further action, to execute and deliver all such instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to make all such filings, as in their judgment shall be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions.

RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A thus forming a part of these resolutions (herein the "Plan") be, and it hereby is, approved and adopted.

RESOLVED, that the Board of Directors hereby recommends and submits the foregoing resolutions and Plan to the sole shareholder of the Corporation for its approval.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by an authorized officer of the Corporation, this 12 day of December 1998.

Chilton Holding Company, Inc.

By:
Name: Michael A. Feirstein
Title: Vice President

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 10th day of December 1998 to become effective on the Effective Date (as hereinafter defined), by and among Chilton Company, a Delaware corporation (herein "Chilton Company") and Chilton Holding Company, Inc., a Delaware corporation (herein "Chilton Holding Company, Inc.").

WITNESSETH:

WHEREAS, Chilton Company is a corporation duly organized and validly existing under Delaware law and has authorized capitalization of 700,000 shares of common stock, $10.00 par value per share, of which 591,062 shares are issued and outstanding as of the date hereof; and

WHEREAS, Chilton Holding Company, Inc. is a corporation duly organized and validly existing under Delaware law and has an authorized capitalization which consists of 3,000 shares of common stock, no par value per share, of which 10 shares are issued and outstanding as of the date hereof; and

WHEREAS, in all respects, and subject to the approval of the sole shareholders of Chilton Company and Chilton Holding Company, Inc., the respective Boards of Directors of Chilton Company and Chilton Holding Company, Inc. deem it advisable and to the advantage, welfare and best interests of such corporations and the shareholders of each such corporation to merge Chilton Company with and into Chilton Holding Company, Inc. pursuant to the provisions of the General Corporation Law of Delaware (the "General Corporation Law") upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, this Plan and Agreement of Merger and terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon for submission to the sole shareholders of Chilton Company and Chilton Holding Company, Inc., as required by the provisions of the General Corporation Law.

1. **Merger**. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the General Corporation Law, Chilton Company shall, on the Effective Date (as hereinafter defined), be merged with and into Chilton Holding Company, Inc. which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name "Chilton Holding Company, Inc." to be governed by the provisions of the General Corporation Law. The separate existence of Chilton Company (sometimes hereinafter referred to as the "Merging Corporation") shall cease on the Effective Date in accordance with the provisions of General Corporation Law.

2. **Certificate of Incorporation**. The Certificate of Incorporation of Chilton Holding Company, Inc. in force and effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed in the manner prescribed by the provisions of the General Corporation Law.

3. **By-Laws**. The By-Laws of Chilton Holding Company, Inc., as in force and effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and in the manner prescribed by the provisions of the General Corporation Law.

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4. **Board of Directors**. From and after the Effective Date, the Directors of Chilton Holding Company, Inc. as in office immediately prior to the Effective Date shall be the Directors of the Surviving Corporation to hold such office, subject to the provisions of the General Corporation Law and Certificate of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.

5. **Officers**. From and after the Effective Date, the officers of Chilton Holding Company, Inc. as in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation to hold such offices, subject to the provisions of the General Corporation Law and the Certificate of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.

6. **Purposes**. The Surviving Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Delaware and the purposes for which the Surviving Corporation is organized are as described in Chilton Holding Company, Inc.'s Certificate of Incorporation, as may be amended, as in force and effect immediately prior to the Effective Date.

7. **Cancellation of Shares**. As of the Effective Date and by virtue of the merger and without any action on the part of the sole shareholder of the Merging Corporation, all of the issued and outstanding shares of capital stock of the Merging Corporation shall be cancelled and cease to exist. As of the Effective Date, the authorized capitalization of the Surviving Corporation shall consist of 3,000 shares of common stock, no par value per share, and each issued and outstanding share of common stock, no par value per share, of Chilton Holding Company, Inc. shall continue to represent one share of common stock, no par value per share, of the Surviving Corporation.

8. **Shareholder Action**. Chilton Company and Chilton Holding Company, Inc. agree that they shall cause this Plan and Agreement of Merger to be submitted to each corporation's respective shareholder for approval as required and in the manner prescribed by the provisions of the General Corporation Law.

9. **Effective Date**. The Certificate of Ownership and Merger will be executed and filed in accordance with the General Corporation Law, at such time as is directed by the Secretary of Chilton Holding Company, Inc.. The merger shall become effective on December 30, 1998 (the "Effective Date"), provided that the Certificate of Ownership and Merger has been filed with the Delaware Secretary of State on or before such date.

10. **Effect of Merger**. Upon the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature of the Merging Corporation and the Surviving Corporation; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest in real estate, or rights of any kind in any and all licenses and contracts vested in the Merging Corporation shall not revert or be in any way impaired by reason of the merger, the Surviving Corporation shall then be liable for all the liabilities and obligations of the Merging Corporation; any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger had not taken place, and neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

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11. **Further Acts.** In the event that this Plan and Agreement of Merger shall have been fully approved on behalf of Chilton Company and Chilton Holding Company, Inc. in the manner prescribed by the provisions of the General Corporation Law, Chilton Company and Chilton Holding Company, Inc. will cause to be executed and filed or recorded any document prescribed by the law of the State of Delaware and will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger. The Boards of Directors and duly elected officers of Chilton Company and Chilton Holding Company, Inc., respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger.

12. **Termination and Abandonment.** Notwithstanding the approval of this Plan and Agreement of Merger and of the merger by the respective shareholders of Chilton Company and Chilton Holding Company, Inc.: (a) this Plan and Agreement of Merger may be terminated and the merger may be abandoned, at any time prior to the filing of the Certificate of Merger in the office of the Secretary of State of Delaware by an instrument in writing signed by an authorized officer of Chilton Company and Chilton Holding Company, Inc., and upon authorization of the Boards of Directors of Chilton Company and Chilton Holding Company, Inc., and (b) subject to applicable law, this Plan and Agreement of Merger may be amended by an instrument in writing signed by an authorized officer of Chilton Company and Chilton Holding Company, Inc., and upon authorization of the respective Boards of Directors, provided that no amendment shall be so made which is materially adverse to the respective shareholders of Chilton Company and Chilton Holding Company, Inc.

13. **Counterparts.** This Plan and Agreement of Merger may be executed in any number of counterparts and by any of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same documents.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is duly executed by and on behalf of Chilton Company and Chilton Holding Company, Inc. as of the date first written above.

Attest:

By:
Name: Michael A. Feirstein
Title: Secretary

Chilton Company

By:
Name: Bruce A. Barnet
Title: President

Attest:

By:
Name: Michael A. Feirstein
Title: Secretary

Chilton Holding Company, Inc.

By:
Name: Bruce A. Barnet
Title: President

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CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Chilton Company, a Delaware corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein the Corporation is merged with and into Chilton Holding Company, Inc., a Delaware corporation and the sole shareholder of the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998

Charles P. Fontaine

Charles P. Fontaine, Assistant Secretary

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CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Chilton Holding Company, Inc., a Delaware corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein Chilton Company, a Delaware corporation, is merged with and into the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998

Charles P. Fontaine

Charles P. Fontaine, Assistant Secretary

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State of Delaware

Office of the Secretary of State

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:

"CHILTON COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "CHILTON HOLDING COMPANY, INC." UNDER THE NAME OF "CHILTON HOLDING COMPANY, 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. 1998, AT 1:03 O'CLOCK P.M.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9510100

DATE: 01-07-99