

03-04-1999

COVER SHEET ONLY

OMR No. 0651-0011 (exp. 4/94) Tab settings 5-5-5



To the Honorable Commission

100976323

Read the attached original documents or copy thereof.

1. Name of conveying party(ies):

Chilton Holding Company, Inc. 2-18-1999

TM Mail Rcpt Dt. #22

Name and address of receiving party(ies)

Name: Reed Elsevier Inc.

Internal Address:

Street Address: 275 Washington St.

City: Newton State: MA ZIP: 02458

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

- 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 23, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2050643; 1170146; 880168
1049870; 1863917
1040561; 1721877

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

Street Address: 1105 North Market St.

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....\$ 190.00E

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

2/11/99 Date

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

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 HOLDING COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "REED ELSEVIER INC." UNDER THE NAME OF "REED ELSEVIER INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 1:04 O'CLOCK P.M.



2077196 8100M

9910220

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION:

9528623

DATE:

01-19-99

TRADEMARK
REEL: 1863 FRAME: 0727

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

Merging
Chilton Holding Company, Inc.
into
Reed Elsevier Inc.

(Pursuant to Section 253 of the Corporation Laws of Delaware)

Reed Elsevier Inc., a corporation incorporated in the Commonwealth of Massachusetts on July 22, 1986 (hereinafter the "Corporation"), pursuant to the provisions of the Corporation Laws of the State of Delaware,

DOES HEREBY CERTIFY that: (a) the Corporation owns 100% of the capital stock of Chilton Holding Company, Inc., a corporation incorporated in the State of Delaware on December 3, 1985 pursuant to the provisions of the Corporation Laws 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 Holding Company, Inc. 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 Holding Company, Inc., 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;

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; and further

RESOLVED, that an authorized officer of this Corporation be and 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 offices of the Secretary of State of Delaware and the Secretary of State of Massachusetts; and further

WHEREAS, the Board of Directors of the Corporation has recommended that the sole shareholder of the Corporation approve and adopt a proposed Plan and Agreement of Merger (the "Plan") between the Corporation and the Merging Corporation pursuant to which the Merging Corporation will be merged with and into the Corporation, with the Corporation being the surviving corporation in such merger;

RESOLVED, that the Plan between the Corporation and the Merging Corporation substantially in the form attached hereto as Exhibit A, and the merger contemplated thereby, be, and it hereby is, approved and adopted.

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.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by Henry Z. Horbaczewski, an authorized officer of the Corporation, this 17th day of December 1998.

Reed Elsevier Inc.

By: 

Name: Henry Z. Horbaczewski

Title: Senior Vice President, General Counsel
and Clerk

SERVICE OF PROCESS WHEN DELAWARE
COMPANY MERGES INTO FOREIGN COMPANY

The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Chilton Holding Company, Inc., arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it: Reed Elsevier Inc., c/o Henry Z. Horbaczewski, Esq., 275 Washington Street, Newton, Massachusetts 02458, unless said surviving corporation shall hereafter designate in writing to such Secretary of State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

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TRADEMARK
REEL: 1863 FRAME: 0730

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 Holding Company, Inc., a Delaware corporation (herein "Chilton Holding Company, Inc."), and Reed Elsevier Inc., a Massachusetts corporation (herein "Reed Elsevier Inc."),

WITNESSETH:

WHEREAS, Chilton Holding Company, Inc. is a corporation duly organized and validly existing under Delaware law and has authorized capitalization of 3,000 shares of common stock, without par value, 10 of which shares are issued and outstanding as of the date hereof; and

WHEREAS, Reed Elsevier Inc. is a corporation duly organized and validly existing under Massachusetts law and has an authorized capitalization which consists of 1,000 shares of common stock, \$100.00 par value per share, of which 144 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 Holding Company, Inc. and Reed Elsevier Inc., the respective Boards of Directors of Chilton Holding Company, Inc. and Reed Elsevier 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 Holding Company, Inc. with and into Reed Elsevier Inc. pursuant to the provisions of the General Corporation Law of Delaware (the "Delaware Corporation Law") and the Business Corporation Law of Massachusetts (the "Massachusetts 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 Holding Company, Inc. and Reed Elsevier Inc., as required by the provisions of the Delaware Corporation Law and the Massachusetts Corporation Law.

1. Merger. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the Delaware Corporation Law and the Massachusetts Corporation Law, Chilton Holding Company, Inc. shall, on the Effective Date (as hereinafter defined), be merged with and into Reed Elsevier 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 "Reed Elsevier Inc." to be governed by the provisions of the Massachusetts Corporation Law. The separate existence of Chilton Holding Company, Inc. (sometimes hereinafter referred to as the "Merging Corporation") shall cease on the Effective Date in accordance with the provisions of Delaware Corporation Law.
2. Certificate of Incorporation. The Articles of Organization of Reed Elsevier Inc. in force and effect immediately prior to the Effective Date, shall be the Articles of Organization 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 Massachusetts Corporation Law.

3. **By-Laws.** The By-Laws of Reed Elsevier 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 Massachusetts Corporation Law.
4. **Board of Directors.** From and after the Effective Date, the Directors of Reed Elsevier 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 Massachusetts Corporation Law and Articles of Organization 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 Reed Elsevier 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 Massachusetts Corporation Law and the Articles of Organization 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 Commonwealth of Massachusetts and the purposes for which the Surviving Corporation is organized are as described in the Articles of Organization of Reed Elsevier Inc., 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 1,000 shares of common stock, par value \$100.00 per share, and each issued and outstanding share of common stock, par value \$100.00 per share, of Reed Elsevier Inc. shall continue to represent one share of common stock, par value \$100.00 per share, of the Surviving Corporation.
8. **Shareholder Action.** Chilton Holding Company, Inc. and Reed Elsevier Inc. agree that they shall cause this Plan and Agreement of Merger to be submitted to each corporation's respective shareholder(s) for approval as required and in the manner prescribed by the provisions of the Delaware Corporation Law and the Massachusetts Corporation Law.
9. **Effective Date.** The Certificate of Merger (Certificate of Ownership and Merger for Delaware purposes only) will be executed and filed in accordance with the Delaware Corporation Law and the Massachusetts Corporation Law, at such time as is directed by the Clerk of Reed Elsevier Inc.. The merger shall become effective on December 30, 1998 (the "Effective Date"), provided that the Certificate of Merger (Certificate of Ownership and Merger for Delaware purposes only) has been filed with the Delaware and Massachusetts Secretaries of State on or before such date.

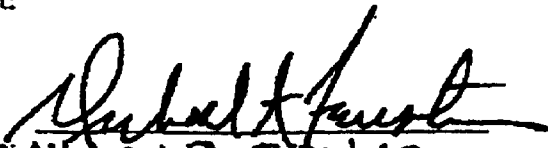
10. **Effect of Merger.** Upon the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature of the Merging Corporation and the Surviving Corporation; all property, real, personal and mixed, and all 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.
11. **Further Acts.** In the event that this Plan and Agreement of Merger shall have been fully approved on behalf of Chilton Holding Company, Inc. and Reed Elsevier Inc. in the manner prescribed by the provisions of the Delaware Corporation Law and the Massachusetts Corporation Law, Chilton Holding Company, Inc. and Reed Elsevier Inc. will cause to be executed and filed or recorded any document prescribed by the laws of the State of Delaware or the Commonwealth of Massachusetts and will cause to be performed all necessary acts within the State of Delaware, the Commonwealth of Massachusetts and elsewhere to effectuate the merger. The Boards of Directors and duly elected officers of Chilton Holding Company, Inc. and Reed Elsevier 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 Holding Company, Inc. and Reed Elsevier 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 Holding Company, Inc. and Reed Elsevier Inc., and upon authorization of the Boards of Directors of Chilton Holding Company, Inc. and Reed Elsevier 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 Holding Company, Inc. and Reed Elsevier 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 Holding Company, Inc. and Reed Elsevier 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 Holding Company, Inc. and Reed Elsevier Inc. as of the date first written above.

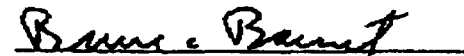
Attest:

Chilton Holding Company, Inc.

By:
Name:
Title:


Michael A. Feirstein
Secretary

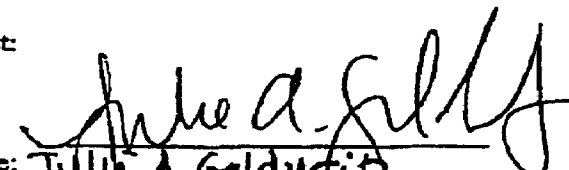
By:


Name: Bruce A. Barret
Title: President

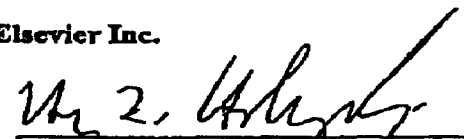
Attest:

Reed Elsevier Inc.

By:
Name:
Title:


Julie A. Goldweitz
Assistant Clerk

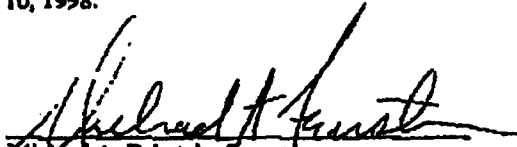
By:


Name: Henry Z. Horbackewski
Title: Senior Vice President

CERTIFICATION

I, Michael A. Feirstein, Secretary of Chilton Holding Company, Inc. (the "Corporation") do hereby certify that the foregoing Plan and Agreement of Merger, wherein the Corporation is merged with and into Reed Elsevier Inc., a Massachusetts 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


Michael A. Feirstein, Secretary