

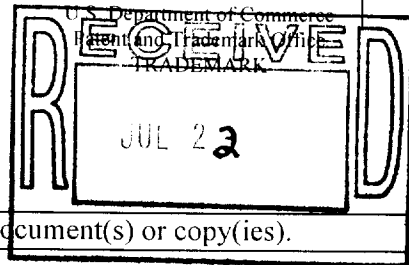
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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Formerly

Execution Date
Month Day Year

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

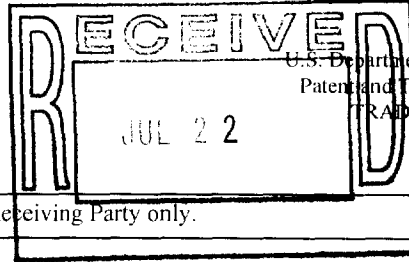
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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

415.281.1330

Name

Carole F. Barrett, Esq.

Address (line 1)

FENWICK & WEST LLP

Address (line 2)

100 The Embarcadero

Address (line 3)

Suite 300

Address (line 4)

San Francisco, CA 94105

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trade Application Number(s)

Registration Number(s)

1,997,483

Number of Properties Enter the total number of properties involved.

#

1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

\$40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

50-0261

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Carole F. Barrett

Name of Person Signing

Signature

July 22, 1999

Date Signed

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:

"AWL ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "HARPERCOLLINS EDUCATIONAL PUBLISHERS INC."

UNDER THE NAME OF "ADDISON-WESLEY EDUCATIONAL PUBLISHERS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 1996, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0719007 8100M

AUTHENTICATION:

7899152

DATE:

04-09-96

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

AWL ACQUISITION CORP.

INTO

HARPERCOLLINS EDUCATIONAL PUBLISHERS INC.

Pursuant to Section 253
of the Delaware General
Corporation Law

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), AWL Acquisition Corp., a Delaware corporation ("AWLAC"), hereby certifies the following information relating to the merger (the "Merger") of AWLAC with and into HarperCollins Educational Publishers Inc., a Delaware corporation ("HCEPI"):

FIRST: The names and states of incorporation of each of the constituent corporations to the Merger are as follows: HarperCollins Educational Publishers Inc., a Delaware corporation, and AWL Acquisition Corp., a Delaware corporation.

SECOND: AWLAC owns all outstanding shares of the Common Stock, par value \$.50 per share, of HCEPI, and HCEPI has no other class of capital stock outstanding.

THIRD: The Board of Directors of AWLAC has determined to merge AWLAC into HCEPI under Section 253 of the DGCL pursuant to the following resolutions duly adopted by the Board of Directors of AWLAC on April 4, 1996, on the terms set forth in such resolutions:

WHEREAS the Corporation owns all outstanding shares of the Common Stock, par value \$.50 per share, of HarperCollins Educational Publishers Inc., a Delaware corporation ("HCEPI"), representing all issued and outstanding capital stock of HCEPI, and desires to merge itself into HCEPI (the "Merger") with HCEPI being

the Surviving Corporation (the "Surviving Corporation");

NOW, THEREFORE, BE IT RESOLVED that the Corporation be merged into HCBPI, pursuant to and in accordance with Section 253 of the Delaware General Corporation Law and the proper officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take any and all actions that any of them deem necessary or advisable in connection therewith;

RESOLVED FURTHER that HCBPI shall be the Surviving Corporation in the Merger;

RESOLVED FURTHER that, upon the Merger becoming effective, the name of the Surviving Corporation shall be "Addison-Wesley Educational Publishers Inc."

RESOLVED FURTHER that, upon the Merger becoming effective, each issued and outstanding share of Common Stock of the Corporation shall be converted into and become ten fully paid and nonassessable shares of Common Stock, par value \$.50 per share, of the Surviving Corporation, and certificates representing such shares shall be issued to the sole stockholder of the Corporation upon surrender by such sole stockholder of the certificate or certificates that immediately prior to the Merger represented the issued and outstanding shares of Common Stock of the Corporation;

RESOLVED FURTHER that, upon the Merger becoming effective, each of the following persons shall be elected to hold the office or offices indicated opposite such person's name, each to hold such office or offices until the first meeting of the Board of Directors of the Surviving Corporation following the first annual meeting of stockholders of the Surviving Corporation and until such person's successor or successors shall have been elected and shall qualify or

as otherwise provided in the By-laws of the Surviving Corporation:

<u>Name</u>	<u>Office</u>
J. Larry Jones	President and Chairman of the Board
Ronald N. Woodward	Vice President, Treasurer and Assistant Secretary
Robert L. Dancy	Vice President and Secretary
Alice Kay	Assistant Secretary

RESOLVED FURTHER that the proper officers of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to execute and file a certificate of ownership and merger with the Secretary of State of the State of Delaware in such form as the officer or officers executing the same shall approve, the signature of such officer or officers thereon to be conclusive evidence of the approval of such form; and

RESOLVED FURTHER that any and all actions heretofore or hereafter taken by the proper officers of the Corporation relating to and within the terms of this resolution are hereby ratified and confirmed as the acts and deeds of the Corporation.

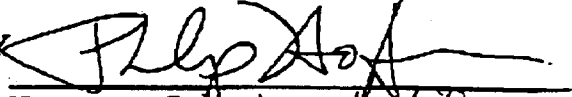
FOURTH: Pursuant to the resolutions duly adopted by the Board of Directors of AWLAC on April 4, 1996, the name of the Surviving Corporation is "Addison-Wesley Educational Publishers Inc.".

FIFTH: The Merger has been approved by the sole stockholder of AWLAC by written consent in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, AWLAC has caused this Certificate of Ownership and Merger to be executed by

its duly authorized officer on this 4th day of April, 1996,
and affirms the statements contained therein as true under
penalties of perjury.

AWL ACQUISITION CORP.,

by 
Name: Philip Hoffman
Title: Vice President