

RECORDATION
TRADE

09-13-1999



Handwritten initials

To the Honorable Commissioner of Patents and

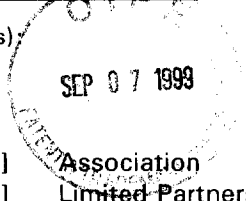
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1 documents or copy thereof.

1. Name of conveying party(ies)

MCGRAW-HILL, INC.

- Individual(s)
- General Partnership
- Corporation-New York
- Other
- Association
- Limited Partnership



MRD 9-7-99

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

2. Name and address of receiving party(ies):

Name: THE MCGRAW-HILL COMPANIES, INC.

Street Address: 1221 Avenue of the Americas

City: New York State: New York Zip: 10020

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-New York
- 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

3. Nature of conveyance:

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

Execution Date: April 26, 1995

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,128,980 - PRETEST (Stylized)

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

EXPRESS MAIL CERTIFICATE

Date: *9-7-99* Label No. *595813425*

I hereby certify that, on the date indicated above I deposited this paper or fee with the U.S. Postal Service & that it was addressed for delivery to the Commissioner of Patents & Trademarks, Washington D.C. 20231 by "Express Mail Post Office to Addressee" service.

DB Beck *L Beck*
Name (Print) Signature

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):.....\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-0100

(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.

Karin Segall
Name of Person Signing

Karin Segall
Signature

September 7, 1999
Date

09/13/1999 MTHA11 0000036 1128980

1 FC:481

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

7

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

State of New York } ss:
Department of State }

I hereby certify that I have compared the annexed copy with the original documents filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on MAY - 5 1995

Alexander F. Treadwell
Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF McGRAW-HILL, INC.**

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

It is hereby certified that:

(1) The name of the Corporation is McGRAW-HILL, INC. The name under which the Corporation was formed was McGraw-Hill Publishing Company, Inc. which name was changed to McGraw-Hill, Inc. on January 2, 1964.

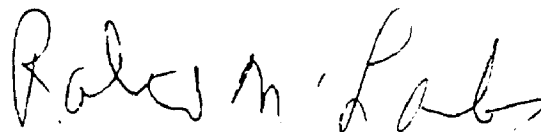
(2) The Certificate of Incorporation of the Corporation was filed by the Department of State on December 29, 1925.

(3) Article I of the Certificate of Incorporation of the Corporation is hereby amended to effect a change in the Corporation's name from "McGraw-Hill, Inc." to "The McGraw-Hill Companies, Inc." Article I of the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

**"ARTICLE I. The Corporate name shall be:
The McGraw-Hill Companies, Inc."**

(4) This Amendment to the Certificate of Incorporation of the Corporation was properly authorized by vote at a meeting of the board of directors, duly held on January 25, 1995, followed by the vote of the holders of at least a majority of all outstanding shares of Common Stock and \$1.20 Convertible Preference Stock, voting together as a single class, entitled to vote thereon on the Annual Meeting of Shareholders of the Corporation duly held on April 26, 1995.

IN WITNESS WHEREOF, this Certificate has been signed this 26th day of April, 1995.



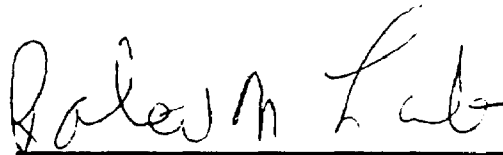
Robert N. Landes
Executive Vice President



Scott L. Bennett
Assistant Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

ROBERT N. LANDES, being duly sworn deposes and says that he is the person who signed the foregoing Certificate of Amendment; that he signed said Certificate in the capacity set forth beneath his signature thereon; that he has read said Certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.



**Robert N. Landes
Executive Vice President**

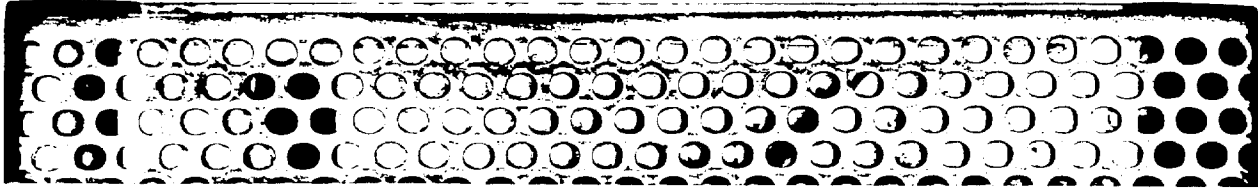
**Subscribed and sworn to
before me on April 26, 1995**



**PETER J. O'CONNOR
Notary Public, State of New York
No. 41-4816506. Qual. in Queens County.
Certificate Filed in New York County
Commission Expires May 31, 1996**

2166.SLB

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U. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
ALBANY, NY 12231

FILING RECEIPT

ENTITY NAME : THE MCGRAW-HILL COMPANIES, INC.

DOCUMENT TYPE : NAME RESERVATION (EXT) (DOM. BUSINESS)
DURATION

SERVICE COMPANY : PRENTICE-HALL CORPORATION SYSTEM, INC.

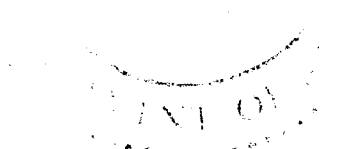
SERVICE CODE: 32

APPLICANT NAME : MCGRAW-HILL, INC.

FILED: 04/13/1995 DURATION: 06/13/1995 CASH #: 950413000366 FILM #: 95041300034

ADDRESS FOR PROCESS

REGISTERED AGENT



* SUBMIT RECEIPT WHEN FILING CERTIFICATE **

FILER	FEES	PAYMENTS
MCGRAW-HILL, INC.	FILING : 20.00	CASH : 0.00
SCOTT BENNETT, ASSOC. GEN. CSL.	TAX : 0.00	CHECK : 0.00
1221 AVE OF THE AMERICAS, 48TH FLOOR	CERT : 0.00	BILLED : 45.00
NEW YORK, NY 10020	COPIES : 0.00	
	HANDLING : 25.00	
		REFUND: 0.00

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
McGRAW-HILL, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

APR 26 1 58 PM '95

[Faint stamp and handwritten notes]

Prepared by:
Scott L. Bennett, Esq.
Vice President and
Associate General Counsel
McGraw-Hill, Inc.
1221 Avenue of the Americas
New York, New York 10020
(212) 512-3998

12cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 26 1995

TAX \$ _____
BY: *[Signature]*

[Handwritten circled 'S']

[Handwritten signature]

[Handwritten number 6000622]

TRADEMARK
REEL: 001956 FRAME: 0899