

05-15-2000

FORM PTO-1618A

Expires 06/30/99  
OMB 0651-0027

APR 17 AM 11:05



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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

OPR/FINANCE

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

<b>Submission Type</b> 4-17-00		<b>Conveyance Type</b>	
<input type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # [ ]	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # [ ] Frame # [ ]	<input type="checkbox"/> Corrective Document Reel # [ ] Frame # [ ]	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year [ 07 14 1999 ]
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other [ ]	

**Conveying Party**  Mark if additional names of conveying parties attached

Name [ JLC Learning Corporation ] Execution Date Month Day Year [ 07 14 1999 ]

Formerly [ Jostens Learning Corporation ]

Individual  General Partnership  Limited Partnership  Corporation  Association

Other [ ]

Citizenship/State of Incorporation/Organization [ Illinois ]

**Receiving Party**  Mark if additional names of receiving parties attached

Name [ JLC Learning Corporation ]

DBA/AKA/TA [ ]

Composed of [ ]

Address (line 1) [ Suite 500 ]

Address (line 2) [ 9920 Pacific Heights Blvd. ]

Address (line 3) [ San Diego ] [ CA ] [ 92121 ]  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other [ ]

Citizenship/State of Incorporation/Organization [ Delaware ]

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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK  
REEL: 002072 FRAME: 0145

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**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).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75633167"/>	<input type="text" value="75668976"/>	<input type="text" value="75668977"/>	<input type="text" value="2084423"/>	<input type="text" value="2240746"/>	<input type="text" value="1923500"/>
<input type="text" value="75169818"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2014451"/>	<input type="text" value="2053034"/>	<input type="text" value="1396585"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1411116"/>	<input type="text" value="2229384"/>	<input type="text" value="2054029"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Joyce F. Russell, Sr. VP/CFO  
Name of Person Signing

Signature

3/23/00  
Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment)

**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).

**Trademark Application Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

**Registration Number(s)**

1765662	1956376	1332979
2106204	1987165	2042802
1368953	2108138	2294287
2198904	918463	2042803
2050313	1990919	<input type="text"/>
1712302	1633030	<input type="text"/>
2029755	2219515	<input type="text"/>

FDe Number 4953-572-4

# State of Illinois Office of The Secretary of State

**Whereas,** ARTICLES OF MERGER OF  
EAC I INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1. A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14<sup>TH</sup> day of JULY A.D. 1999 and of the Independence of the United States the two hundred and 24<sup>TH</sup>



*Jesse White*

Secretary of State

0-2123

217 522 4441 P. 03/95

CT

JL-15-1999 13:27

11:10 JUL 06, 1999

TEL NO: 787-0390

430812 6422: 2 1

Form **BCA-11.25**  
 (Rev. 12-1998)  
~~SECRET~~  
 Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 Telephone (217) 783-6261

**DO NOT SEND CASH!**

Remit payment in check or money order, payable to "Secretary of State". Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

**ARTICLES OF MERCER  
 CONSOLIDATION OR EXCHANGE**

**FILED**

JUL 14 1999

**JESSE WHITE  
 SECRETARY OF STATE**


File # **4953-572-4**

~~SECRET~~

This space for use by Secretary of State

Date **7-14-99**

Filing Fee **\$100. -**

Approved: 

1. Names of the corporations proposing to ~~merge~~ <sup>merge</sup> ~~consolidate~~ ~~exchange shares~~ and the state or county of their incorporation:

Name of Corporation	State or County of Incorporation	Corporation File No.
<u>JLC Learning Corporation</u>	<u>Illinois</u>	<u>04953-572-4</u>
<u>EAC I Inc.</u>	<u>Delaware</u>	<u>3042018</u>

2. The laws of the state or county under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~surviving~~ <sup>surviving</sup> ~~corporation~~ <sup>corporation</sup> EAC I Inc. (to be renamed JLC Learning Corporation)

(b) it shall be governed by the laws of Delaware

4. Plan of ~~merger~~ <sup>merger</sup> ~~consolidation~~ <sup>consolidation</sup> ~~exchange~~ is as follows:

If not sufficient space to cover this point, add one or more sheets of this size.

JLC Learning Corporation, a wholly owned subsidiary of EAC I Inc. ("EAC") shall merge with and into EAC with EAC as the surviving corporation pursuant to and in accordance with Section 253 of the Delaware General Corporation Law and Section 11.30 of "The Business Corporation Act of 1983" of the State of Illinois and pursuant to resolutions duly adopted by the Board of Directors of EAC on July/4, 1999.

**EXPEDITED**

JUL 14 1999

**SECRETARY OF STATE**

11:18 JUL 05, 1999

TEL NO: 767-0390

439812 PAGE: 3/4

5. Plan of ~~consolidation or exchange~~ <sup>merger</sup> was approved, as to each corporation (a) organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 - 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§11.220)

By written consent of ALL the shareholders entitled to vote on the action in accordance with § 7.10 & § 11.20

(§11.20)

Name of Corporation

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder or any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

90'D 7101

11:21 JUL 26, 1999

TEL NO: 767-0390

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7. (Complete this item if reporting a merger under § 11.20 - 9036 owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
JLC Learning Corporation	20,000 Class A Preferred	20,000 Class A Preferred
	10,000 Class B Preferred	10,000 Class B Preferred
	1,000 Class A Common	1,000 Class A Common

b. (Not applicable to 100% owned subsidiaries.)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19\_\_\_\_

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated 7/14, 1999  
attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
[Name]  
(Type or Print Name and Title)

EAC I INC.  
(Exact Name of Corporation)  
by [Signature]  
(Signature of President or Vice President)  
Joyce F. Russell - VP  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19\_\_\_\_  
attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)  
\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)  
by \_\_\_\_\_  
(Signature of President or Vice President)  
\_\_\_\_\_  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19\_\_\_\_  
attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)  
\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)  
by \_\_\_\_\_  
(Signature of President or Vice President)  
\_\_\_\_\_  
(Type or Print Name and Title)