

05/08/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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

05-24-2000



101365814

RE
OPR/FINANCE

TRADEMARKS ONLY

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 Execution Date
Month Day Year

Formerly

- 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

05/23/2000 JSHABAZZ 00000233 1572501

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
475.00 OP

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: 002077 FRAME: 0560

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)

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

Registration Number(s)

<input type="text" value="1,572,501"/>	<input type="text" value="955,492"/>	<input type="text" value="1,551,355"/>
<input type="text" value="1,905,384"/>	<input type="text" value="1,734,746"/>	<input type="text" value="2,028,076"/>
<input type="text" value="1,998,931"/>	<input type="text" value="1,839,397"/>	<input type="text" value="1,839,398"/>

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.

Walter S. Holzer, Esq.

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

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/AKA/TA

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)

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Trademark Application Number(s)

Registration Number(s)

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1,883,575	2,184,318	2,026,597
2,026,595	2,045,480	2,045,473
1,999,697	2,129,791	2,110,525
2,101,512	2,297,617	<input type="text"/>
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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:

"CARLSON LEARNING COMPANY", A MINNESOTA CORPORATION, WITH AND INTO "CLC ACQUISITION COMPANY" UNDER THE NAME OF "CARLSON LEARNING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 5 O'CLOCK P.M.

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



3216018 8100M
001218922

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0409589
DATE: 04-28-00

TRADEMARK
REEL: 002077 FRAME: 0563

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**CARLSON LEARNING COMPANY
(a Minnesota corporation)**

INTO

**CLC ACQUISITION COMPANY
(a Delaware corporation)**

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

CLC Acquisition Company, a Delaware corporation ("Parent"), does hereby certify that:

1. Parent is incorporated pursuant to the General Corporation Law of the State of Delaware.
2. Parent is the owner of all of the issued and outstanding shares of stock of Carlson Learning Company, a Minnesota corporation (the "Subsidiary").
3. The laws of the State of Minnesota permit the merger of a corporation of that jurisdiction with a corporation of another jurisdiction and the merger has been adopted, approved, certified, executed and acknowledged by Parent in accordance with the laws of the State of Minnesota.
4. Parent hereby merges into itself and assumes all of the obligations of, the Subsidiary.
5. The name of the surviving Delaware corporation upon the effective date of the merger is CLC Acquisition Company which shall change its name to "Carlson Learning Company".
6. The merger shall be effective upon the filing of the Certificate of Ownership and Merger with the State of Delaware.

7. The following is a copy of the resolutions adopted on April 28, 2000 by the Board of Directors of Parent to merge into itself, and assume all of the obligations of, the Subsidiary:

Plan of Merger

RESOLVED, that the Board of Directors of Parent has determined that the merger of Carlson Learning Company, a Minnesota corporation and wholly owned subsidiary of Parent (the "Subsidiary"), with and into Parent is in the best interest of Parent and its shareholders;

FURTHER RESOLVED, that, upon the effective date of the merger, Parent will assume all of the obligations of the Subsidiary;

FURTHER RESOLVED, that 100,000 shares of the Subsidiary's common stock, par value \$0.01 per share, owned by Parent and constituting all the issued and outstanding shares of capital stock of the Subsidiary, will be cancelled upon the effective date of the merger;

FURTHER RESOLVED, that the directors of Parent immediately prior to the effective date of the merger shall continue as the directors of the surviving Delaware corporation, and the officers of Parent immediately prior to the effective date of the merger, shall be the officers of the surviving Delaware corporation, in each case, until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

FURTHER RESOLVED, that the name of the surviving Delaware corporation upon the effective date of the merger will be CLC Acquisition Company which shall change its name to "Carlson Learning Company"; and

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized, empowered, and directed to execute, deliver and file, for and on behalf of Parent, the Certificate of Ownership and Merger, pursuant to the General Corporation Law of the State of Delaware, and the Articles of Merger, pursuant to the Minnesota Business Corporation Act, together with any agreements, documents and instruments in connection therewith and any exhibits, annexes or attachments thereto, in each case with such changes therein, additions thereto or omissions therefrom as such officers may deem necessary, advisable or appropriate, such execution, delivery and filing by any such officer to be conclusive evidence of such authorization and approval.

General Authorizing Resolutions

FURTHER RESOLVED, that any and all actions previously taken or caused to be taken by the officers of Parent, or any of them, in connection with any of the matters contemplated by any of the foregoing resolutions are hereby acknowledged to be duly authorized acts and deeds performed on behalf of Parent and are hereby ratified, confirmed and adopted as such; and

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized and empowered, in the name and on behalf of Parent and under its corporate seal where required, to execute and deliver such other agreements, instruments and documents, and to take or cause to be taken such other actions, as Parent may determine to be necessary or advisable to implement the purposes and intent of the foregoing resolutions, each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as the officers of Parent executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such officer or the taking of such action to be conclusive evidence of such authorization and approval.

IN WITNESS WHEREOF, Parent has caused this Certificate of Ownership and Merger to be executed as of the 28th day of April, 2000.

CLC ACQUISITION COMPANY

By:



Brooke Ablon

Vice President and Secretary

ARTICLES OF MERGER
OF
CARLSON LEARNING COMPANY
(a Minnesota corporation)
WITH AND INTO
CLC ACQUISITION COMPANY
(a Delaware corporation)

Pursuant to the provisions of the Minnesota Business Corporation Act, CLC Acquisition Company, a corporation incorporated and existing under the laws of the State of Delaware, does hereby certify that:

1. The constituent entities participating in the merger are:
 - i. Carlson Learning Company (the "Subsidiary"), which is incorporated under the laws of the State of Minnesota; and
 - ii. CLC Acquisition Company (the "Parent"), which is incorporated under the laws of the State of Delaware.
2. The Parent is the owner of all of the issued and outstanding shares of stock of the Subsidiary.
3. The laws of the State of Delaware permit the merger of a corporation of that jurisdiction with a corporation of another jurisdiction and the merger has been adopted, approved, certified, executed and acknowledged by the Parent in accordance with the laws of the State of Delaware.
4. A plan of merger has been approved by the Parent in this Parent-Subsidiary merger pursuant to Section 302A.621 of the Minnesota statutes.
5. A copy of the plan of merger was delivered to the Parent, the sole shareholder of the Subsidiary, on April 28, 2000.
6. The Parent, the surviving organization in the merger, agrees that:

It may be served with process in the State of Minnesota in any proceeding for the enforcement of an obligation of a constituent organization and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against it.

The secretary of state is irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is Béla Schwartz, c/o The Riverside Company, Rockefeller Center, 630 Fifth Avenue, Suite 1530, New York, New York 10111

7. The name of the surviving Delaware corporation upon the effective date of the merger is CLC Acquisition Company which shall change its name to "Carlson Learning Company".
8. The following is a copy of the resolutions adopted on April 28, 2000 by the Board of Directors of the Parent setting forth the plan of merger by which the Subsidiary will be merged with and into the Parent:

Plan of Merger

RESOLVED, that the Board of Directors of the Parent has determined that the merger of Carlson Learning Company, a Minnesota corporation and wholly owned subsidiary of the Parent, (the "Subsidiary") with and into the Parent is in the best interest of the Parent and its shareholders;

FURTHER RESOLVED, that, upon the effective date of the merger, the Parent will assume all of the obligations of the Subsidiary;

FURTHER RESOLVED, that 100,000 shares of the Subsidiary's common stock, par value \$0.01 per share, owned by the Parent and constituting all the issued and outstanding shares of capital stock of the Subsidiary, will be cancelled upon the effective date of the merger;

FURTHER RESOLVED, that the directors of the Parent immediately prior to the effective date of the merger shall continue as the directors of the surviving Delaware corporation, and the officers of the Parent immediately prior to the effective date of the merger, shall be the officers of the surviving Delaware corporation, in each case, until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

FURTHER RESOLVED, that the name of the surviving Delaware corporation upon the effective date of the merger will be CLC Acquisition Company which shall change its name to "Carlson Learning Company"; and

FURTHER RESOLVED, that the officers of the Parent be, and each of them hereby is authorized, empowered, and directed to execute, deliver and file, for and on behalf of the Parent, the Certificate of Ownership and Merger, pursuant to the General Corporation Law of the State of Delaware, and the Articles of Merger, pursuant to the Minnesota Business Corporation Act, together with any agreements, documents and instruments in connection therewith and any exhibits, annexes or attachments thereto, in each case with such changes therein, additions

thereto or omissions therefrom as such officers may deem necessary, advisable or appropriate, such execution, delivery and filing by any such officer to be conclusive evidence of such authorization and approval.

General Authorizing Resolutions

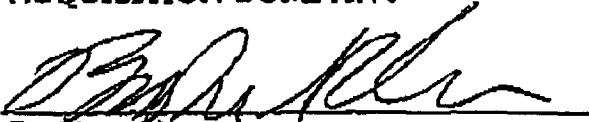
FURTHER RESOLVED, that any and all actions previously taken or caused to be taken by the officers of the Parent, or any of them, in connection with any of the matters contemplated by any of the foregoing resolutions are hereby acknowledged to be duly authorized acts and deeds performed on behalf of the Parent and are hereby ratified, confirmed and adopted as such; and

FURTHER RESOLVED, that the officers of the Parent be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Parent and under its corporate seal where required, to execute and deliver such other agreements, instruments and documents, and to take or cause to be taken such other actions, as the Parent may determine to be necessary or advisable to implement the purposes and intent of the foregoing resolutions, each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as the officers of the Parent executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such officer or the taking of such action to be conclusive evidence of such authorization and approval.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed as of the 28th day of April, 2000.

CLC ACQUISITION COMPANY

By: 
Brooke Abion
Vice President and Secretary

STATE OF MINNESOTA
FILED -

APR 28 2000


Secretary of State