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

08-08-2000

07-12-2000

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**CORDATION 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

Execution Date
Month Day Year

Name

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
- Corporation Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/07/2000 NTHAI1 00000166 1877565
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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: 002116 FRAME: 0930

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1877565"/>	<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Renee Simonton

Name of Person Signing

Renee Simonton

Signature

8/8/00

Date Signed

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
CHILTON COMPANY

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, George H. Ryan, 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 23RD day of DECEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD.



George H Ryan

Secretary of State

(Rev. Jan. 1995)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 28214758

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

EFF: 12/30/98

FILED

**PAID
DEC 30 1998**

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.

**GEORGE H. RYAN
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date *12/23/98*

Filing Fee \$ *100.00*

Approved *[Signature]*

1. Names of the corporations proposing to ~~merge~~ ~~consolidate~~ ~~exchange shares~~ ^{merge} ~~consolidate~~ ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>Automotive Information Properties, Inc.</u>	<u>Illinois</u>	<u>28214758</u>
<u>Chilton Company</u>	<u>Delaware</u>	<u>57948795</u>

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

3. (a) Name of the ~~new~~ ~~acquiring~~ ^{surviving} corporation: Chilton Company

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

4. Plan of ~~consolidation~~ ~~exchange~~ ^{merger} is as follows: See Exhibit A attached hereto.

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

EXPEDITED

DEC 23 1998

**SECRETARY OF STATE
TRADEMARK
REEL: 002116 FRAME: 0933**

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not 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.

(§ 11.20)

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

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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:

- 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 of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- 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
- 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.

7. (Complete this item if reporting a merger under § 11.30—90% 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
Automotive Information Properties, Inc.	1,000 common	1,000 common
	1,000 preferred	1,000 preferred

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 December 18, 19 98
 attested by *Michael A. Feirstein*
 (Signature of Secretary)

Michael A. Feirstein, Secretary
 (Type or Print Name and Title)

Bruce A. Barnet
 Automotive Information Properties, Inc.
 (Exact Name of Corporation)
 by _____
 (Signature of President ~~or Vice President~~)

Bruce A. Barnet, President
 (Type or Print Name and Title)

Dated December 18, 19 98
 attested by *Michael A. Feirstein*
 (Signature of Secretary)

Michael A. Feirstein, Secretary
 (Type or Print Name and Title)

Bruce A. Barnet
 Chilton Company
 (Exact Name of Corporation)
 by _____
 (Signature of President ~~or Vice President~~)

Bruce A. Barnet, 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)

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 Automotive Information Properties, Inc., a Illinois corporation (herein "Automotive Information Properties, Inc.") and Chilton Company, a Delaware corporation (herein "Chilton Company"),

WITNESSETH:

WHEREAS, Automotive Information Properties, Inc. is a corporation duly organized and validly existing under Illinois law and has authorized capitalization of 10,000 shares of common stock, no par value per share, and 1,000 shares of preferred stock, no par value per share, of which 1,000 shares of common stock, no par value per share, and 1,000 shares of preferred stock, no par value per share, are issued and outstanding as of the date hereof; and

WHEREAS, Chilton Company is a corporation duly organized and validly existing under Delaware law and has an authorized capitalization which consists of 700,000 shares of common stock, \$10.00 par value per share, of which 591,062 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 Automotive Information Properties, Inc. and Chilton Company, the respective Boards of Directors of Automotive Information Properties, Inc. and Chilton Company deem it advisable and to the advantage, welfare and best interests of such corporations and the shareholders of each such corporation to merge Automotive Information Properties, Inc. with and into Chilton Company pursuant to the provisions of the Business Corporation Act of Illinois and the General Corporation Law of Delaware (the "Corporation Laws") 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 Automotive Information Properties, Inc. and Chilton Company, as required by the provisions of the Corporation Laws.

1. **Merger.** Upon the terms and subject to the conditions hereof and in compliance with the provisions of the Corporation Laws, Automotive Information Properties, Inc. shall, on the Effective Date (as hereinafter defined), be merged with and into Chilton Company 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 "Chilton Company" to be governed by the provisions of the General Corporation Law of Delaware. The separate existence of Automotive Information Properties, Inc. (sometimes hereinafter referred to as the "Terminating Corporation") shall cease on the Effective Date in accordance with the provisions of Corporation Laws.
2. **Charter Document.** The Certificate of Incorporation of Chilton Company in force and effect immediately prior to the Effective Date, shall be the charter document 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 General Corporation Law of Delaware.

3. **By-Laws.** The By-Laws of Chilton Company, 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 General Corporation Law of Delaware.
4. **Board of Directors.** From and after the Effective Date, the Directors of Chilton Company 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 General Corporation Law of Delaware and by the Certificate of Incorporation 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 Chilton Company 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 General Corporation Law of Delaware and the Certificate of Incorporation 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 State of Delaware and the purposes for which the Surviving Corporation is organized are as described in Chilton Company's Certificate of Incorporation, 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 Terminating Corporation, all of the issued and outstanding shares of capital stock of the Terminating Corporation shall be cancelled and cease to exist. As of the Effective Date, the authorized capitalization of the Surviving Corporation shall consist of 700,000 shares of common stock, \$10.00 par value per share, and each issued and outstanding share of common stock, \$10.00 par value per share, of Chilton Company shall continue to represent one share of common stock, \$10.00 par value per share, of the Surviving Corporation.
8. **Shareholder Action.** Automotive Information Properties, Inc. and Chilton Company agree that they shall cause this Plan and Agreement of Merger to be submitted to each corporation's respective shareholder for approval as required and in the manner prescribed by the provisions of the Corporation Laws.
9. **Effective Date.** The Articles of Merger will be executed and filed in accordance with the Corporation Laws, at such time as is directed by the Secretary of Chilton Company. The merger shall become effective on December 30, 1998 (the "Effective Date"), provided that the Articles of Merger has been filed with the Delaware Secretary of State and the Illinois Secretary 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 Terminating 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 Terminating 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 Terminating 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 Terminating Corporation; any claim existing or action or proceeding pending by or against the Terminating 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 Terminating 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 Automotive Information Properties, Inc. and Chilton Company in the manner prescribed by the provisions of the Corporation Laws, Automotive Information Properties, Inc. and Chilton Company will cause to be executed and filed or recorded any document prescribed by the law of the State of Illinois or the State of Delaware and will cause to be performed all necessary acts within the State of Illinois and the State of Delaware and elsewhere to effectuate the merger. The Boards of Directors and duly elected officers of Automotive Information Properties, Inc. and Chilton Company, 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 Automotive Information Properties, Inc. and Chilton Company: (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 Articles of Merger in the office of the Secretary of State of Illinois and the Secretary of State of Delaware by an instrument in writing signed by an authorized officer of Automotive Information Properties, Inc. and Chilton Company, and upon authorization of the Boards of Directors of Automotive Information Properties, Inc. and Chilton Company, 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 Automotive Information Properties, Inc. and Chilton Company, 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 Automotive Information Properties, Inc. and Chilton Company
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 Automotive Information Properties, Inc. and Chilton Company as of the date first written above.

Attest: **Automotive Information Properties, Inc.**

By: _____
Name: Charles P. Fontaine
Title: Assistant Secretary

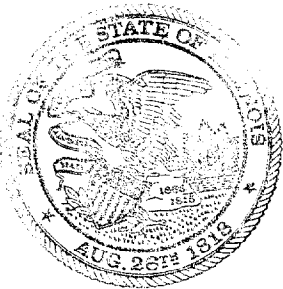
By: _____
Name: Michael A. Feirstein
Title: Vice President

Attest: **Chilton Company**

By: _____
Name: Charles P. Fontaine
Title: Assistant Secretary

By: _____
Name: Michael A. Feirstein
Title: Vice President

STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of Seven
pages, as taken from the original on file in
this office.



Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED: July 05, 2000

BY: James P. Pealey, Jr.

EXPEDITED
SECRETARY OF STATE

JUL 05 2000

EXP. FEES 25.00

COPY - CERT. 10.00