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RECORDATION FORM COV  
TRADEMARKS

09-06-2000



101450395

f.

To the Honorable Commissioner of Patents and Trademarks: Please record

1. Name of conveying party(ies):

Churchill Livingstone, Inc.

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

Harcourt Brace & Company  
6277 Sea Harbor Road  
Orlando, Florida 32801

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Association
- Limited Partnership
- Other

- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

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

3. Nature of Conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other

Execution Date: 10/3/97

If assignee is not domiciled in the United States, a domestic representative designated is attached  Yes  No

(Designations must be a separate document Assignment)  
Additional name(s) & Address(es) attached  Yes  No

4. Application or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,008,942

Additional numbers attached?  Yes  No

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

Ava K. Doppelt, Esquire  
Allen, Dyer, Doppelt,  
Milbrath & Gilchrist, P.A.  
255 South Orange Avenue  
Suite 1404  
Orlando, Florida 32801

6. Total number of applications and registrations involved:.....(1)

7. Total fee (37CFR 3.41)..... \$ 40.00  
 Enclosed (receipt for payment)  
 Charge any amounts due or credit any Overpayment to deposit account no. 01-0484

(Attach duplicate copy of this page if paying by deposit account)

09/01/2000 NTHAI1 00000018 2008942

DO NOT USE THIS SPACE

01 FC:441 40.00 DP

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.

Ava K. Doppelt, Esquire

Signature

July 31, 2000

Date

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

*State of Delaware*  
*Office of the Secretary of State*

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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:

"CHURCHILL LIVINGSTONE INC.", A DELAWARE CORPORATION,  
WITH AND INTO "HARCOURT BRACE & COMPANY" UNDER THE NAME OF "HARCOURT BRACE & COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF OCTOBER, A.D. 1997, AT 1:45 O'CLOCK P.M.

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



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

2323529 8100M

971334265

AUTHENTICATION:

8686702

DATE:

10-06-97

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
CHURCHILL LIVINGSTONE INC.  
INTO  
HARCOURT BRACE & COMPANY**

Harcourt Brace & Company, a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 25th day of January, 1993, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of Churchill Livingstone Inc. a corporation incorporated on the 8th day of March, 1978, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members dated October 3, 1997, filed with the minutes of the Board, determined to and did merge into itself said Churchill Livingstone Inc.:

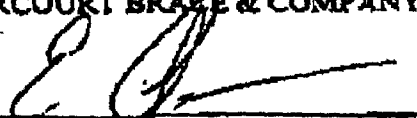
**RESOLVED:** That Harcourt Brace & Company shall merge into itself Churchill Livingstone Inc. (the "Merger") and assume all of its obligations; and

**FURTHER RESOLVED:** That the Merger shall become effective upon the date of filing with the Secretary of State of Delaware; and

**FURTHER RESOLVED:** That the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Churchill Livingstone Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

**IN WITNESS WHEREOF,** said Harcourt Brace & Company has caused this Certificate to be signed by Eric P. Geller, its Vice President, this 3rd day of October, 1997.

**HARCOURT BRACE & COMPANY**

BY:   
Eric P. Geller, Vice President

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