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To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20231 101453865 the attached original documents or copy there

1. Name of conveying party(ies):

Chilton Media, Inc.

MKD 8.9.00

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

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

2. Name and address of receiving party(ies)

Name: Reed Elsevier Inc.

Internal Address:

Street Address: 275 Washington St.

City: Newton State: MA ZIP: 0

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Massachusetts Other

If assignee is not domiciled in the United States, a domestic representative of assignee 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 Merger Security Agreement Change of Name Other

Execution Date: December 23, 1998

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

A. Trademark Application No.(s)



08-09-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #01

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1436388

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

Name: Renee Simonton

Internal Address: Reed Elsevier Intellectual

Property Management Services

Street Address: 1105 North Market St.

Suite 912

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: L

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

Renee Simonton Name of Person Signing

Renee Simonton Signature

8/3/00 Date

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

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

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:

"CHILTON MEDIA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "REED ELSEVIER INC." UNDER THE NAME OF "REED ELSEVIER INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 1:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

01-13-99

DATE:

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

Merging
Chilton Media, Inc.
into
Reed Elsevier Inc.

(Pursuant to Section 253 of the Corporation Laws of Delaware)

Reed Elsevier Inc., a corporation incorporated in the Commonwealth of Massachusetts on July 22, 1986 (hereinafter the "Corporation"), pursuant to the provisions of the Corporation Laws of the State of Delaware,

DOES HEREBY CERTIFY that: (a) the Corporation owns 100% of the capital stock of Chilton Media, Inc., a corporation incorporated in the State of Delaware on August 28, 1987 pursuant to the provisions of the Corporation Laws of the State of Delaware, (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 10th day of December 1998 the Corporation did determine to merge Chilton Media, Inc. into itself, and (c) the following is a full and complete copy of said resolutions which have not been modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of Chilton Media, Inc., a corporation organized and existing under the laws of Delaware (hereinafter referred to as the "Merging Corporation"); and

WHEREAS, this Corporation desires to merge into itself the Merging Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said Merging Corporation;

WHEREAS, the Board of Directors of the Corporation has recommended that the sole shareholder of the Corporation approve and adopt a proposed Plan and Agreement of Merger (the "Plan") between the Corporation and the Merging Corporation pursuant to which the Merging Corporation will be merged with and into the Corporation, with the Corporation being the surviving corporation in such merger;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself the Merging Corporation and assume all liabilities and obligations of the Merging Corporation effective as of December 30, 1998; and further

RESOLVED, that an authorized officer of this Corporation be and hereby is authorized, empowered and directed, to make and execute a certificate of ownership setting forth: (a) a copy of these resolutions authorizing the merger of the Merging Corporation into the Corporation and the assumption by the Corporation of all liabilities and obligations of the Merging Corporation, and (b) the date of adoption thereof, and to file the same in the offices of the Secretary of State of Delaware and the Secretary of State of Massachusetts; and further

WHEREAS, the Board of Directors of the Corporation has recommended that the sole shareholder of the Corporation approve and adopt a proposed Plan and Agreement of Merger (the "Plan") between the Corporation and the Merging Corporation pursuant to which the Merging Corporation will be merged with and into the Corporation, with the Corporation being the surviving corporation in such merger;

RESOLVED, that the Plan between the Corporation and the Merging Corporation substantially in the form attached hereto as Exhibit A, and the merger contemplated thereby, be, and it hereby is, approved and adopted.

RESOLVED, that the proper officers and agents of the Corporation be, and they each hereby are, authorized, empowered and directed to take all such further action, to execute and deliver all such instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to make all such filings, as in their judgment shall be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by Henry Z. Horbaczewski, an authorized officer of the Corporation, this 14 day of December 1998.

Reed Elsevier Inc.

By: 

Name: Henry Z. Horbaczewski

Title: Senior Vice President, General Counsel
and Clerk