

09-20-2000



101463327

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

8-30-00

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

09/19/2000 DNGUYEN 00000187 1426524

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 100.00 DP

140

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: 002141 FRAME: 0240

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="1426524"/>	<input type="text" value="1403975"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1988446"/>	<input type="text" value="2059900"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1675555"/>	<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.

James T. Houfek

Name of Person Signing

Signature

August 2, 2000

Date Signed



cc: [unclear] 10/1/99
1321

AGREEMENT AND PLAN OF MERGER

1. This Agreement and Plan of Merger is executed on September 10, 1999, by and between OCLC Online Computer Library Center, Incorporated ("OCLC" or the "Surviving Corporation"), a not for profit Ohio corporation and a charitable corporation (that is not a private foundation) which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and Public Affairs Information Service, Inc., a not for profit New York education corporation and a charitable corporation (that is not a private foundation) which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 ("PAIS" or the "Merged Corporation"). OCLC has approximately 8,300 General Member libraries, none of whom have voting privileges, and 15 Trustee Members who are entitled to vote. PAIS has no members of either voting or non-voting status. Neither OCLC nor PAIS has any holders of certificates evidencing capital contributions or subventions. The name under which OCLC was originally formed was "The Ohio College Library Center."
2. WHEREAS, the Board of Trustees of the Surviving Corporation and the Board of Trustees of the Merged Corporation (hereinafter collectively sometimes referred to as the "Constituent Corporations") have determined that it is in the best interests of the Surviving Corporation, the Surviving Corporation's members and the Merged Corporation that the Merged Corporation be merged with and into the Surviving Corporation upon the terms and conditions set forth herein; and
3. WHEREAS, the Board of Trustees of the Surviving Corporation unanimously approved this Agreement of Merger effective April 19, 1999, and there being no members of the Merged Corporation pursuant to Sections 902 and 903(a)(3) of the New York Not-For -Profit Corporation Law ("NPCL"), the Board of Trustees of the Merged Corporation approved this Agreement and Plan of Merger by the Unanimous Written Action of the entire Board of Trustees on September 3, 1999.
4. NOW THEREFORE, in consideration of the terms and conditions set forth in this Agreement and Plan of Merger and in accordance with the laws of the States of Ohio and New York, the Constituent Corporations have agreed and do hereby agree as follows:
5. The Constituent Corporations have agreed that PAIS shall be merged into and with OCLC which shall be the surviving corporation as that term is defined in Chapter 1702, Ohio Revised Code ("ORC").
6. The name of the Surviving Corporation shall be OCLC Online Computer Library Center, Incorporated.
7. The place in the State of Ohio where the principal office of the Surviving Corporation is located is Dublin, Franklin County.
8. The Surviving Corporation's purposes shall be those set forth in the Third Article of OCLC's current Amended Articles of Incorporation in effect immediately prior to the merger, which are as follows:

The purpose or purposes for which this Corporation is formed are to establish, maintain and operate a computerized library network and to promote the evolution of library use, of libraries themselves, and of librarianship, and to provide processes and products for the benefit of library users and libraries, including such objectives as increasing availability of library resources to individual library patrons and reducing rate of rise of library per-unit costs, all for the fundamental public purpose of furthering ease of access to and use of the ever-expanding body of worldwide scientific, literary and educational knowledge and information.

9. The following individuals shall serve as the initial Trustees of the Surviving Corporation until the next Annual Meeting of members or other meeting called to elect trustees:

Dr. William J. Crowe
Vice Chancellor for Information Services and Dean of Libraries
University of Kansas Libraries
502 Watson Library
Lawrence, Kansas 66045

Mme Christine Deschamps, Présidente de l'IFLA
Bibliothèque de l'Université Paris V
49, rue des Saints-Pères
75005 Paris
France

Dr. Edward E. David, President
EED, Inc.
Box 435
Bedminster, New Jersey 07921

Mr. Robert M. Duncan
Vice President & Secretary to the Board of Trustees Emeritus
The Ohio State University
55 West 12th Avenue
365 Drinko Hall
Columbus, Ohio 43210-1931

Ms. Nancy L. Eaton
Dean of University Libraries
Penn State University
E505 Pattee Library
University Park, Pennsylvania 16802

Professor Maurice Glicksman
Division of Engineering
Box D
Brown University
Providence, Rhode Island 02912

Ms. Barbara Gubbin, Director
Houston Public Library
500 McKinney Avenue
Houston, Texas 77002-2534

Ms. Victoria Hanawalt, College Librarian
Eric V. Hauser Library
Reed College
3203 SE Woodstock Boulevard
Portland, Oregon 97202

Mr. Robert H. Jeffrey, President
The Jeffrey Company
88 East Broad Street, Suite 1560
Columbus, Ohio 43215

Mr. Robert L. Jordan, President
OCLC Online Computer Library Center, Incorporated
6565 Frantz Road
Dublin, Ohio 43017-3395

Mr. Myer Kutz, Chairman
Myer Kutz Associates, Inc.
St. James Building
1133 Broadway, Suite 641
New York, New York 10010

Dr. William Gray Potter
Director of Libraries
University of Georgia
Athens, Georgia 30602-1641

Dr. Sharon J. Rogers
4201 Lee Highway, #803
Arlington, Virginia 22207

Dr. Thomas W. Shaughnessy, University Librarian
University of Minnesota
Wilson Library
Library Central Administrative Services
Minneapolis, Minnesota 55455-0414

Ms. Ellen Waite-Franzen
Associate Provost for Information Services
University Computing
Jepson Hall, Room G-11
28 West Hampton Way
University of Richmond
Richmond, Virginia 23173

10. The following individuals shall serve as the initial Officers of the Surviving Corporation until the next Annual Meeting of the Board of Trustees or other meeting called to elect Officers:

Chair of the Board

Sharon J. Rogers
4201 Lee Highway, #803
Arlington, Virginia 22207

Vice-Chair of the Board

Myer Kutz
Myer Kutz Associates, Inc.
St. James Building
1133 Broadway, Suite 641
New York, New York 10010

(All of the following Officers listed have the same address):

6565 Frantz Rd.
Dublin, Ohio 43017-3395

President & CEO
Robert L. Jordan
Executive Vice President and Chief Operating Officer
Donald J. Muccino
Vice President, Product Development
Georgia L. Brown
Vice President, General Counsel & Secretary
James T. Houfek
Vice President, OCLC Services
Gary R. Houk
Vice President, Telecom Services & Operations
Fred Lauber
Vice President, Finance and Human Resources, & Treasurer
Rick J. Schwieterman
Vice President, Sales & International
Phyllis B. Spies
Vice President, Reference Services
Connie Zuga

11. The name and address of the statutory agent upon whom any process, notice or demand against either Constituent Corporation or the Surviving Corporation may be served is as follows:

OCLC Online Computer Library Center, Incorporated
c/o Mr. James T. Houfek
Vice President & General Counsel
6565 Frantz Road, MC #202
Dublin, Ohio 43017-3395

12. The terms of the merger of the Merged Corporation into the Surviving Corporation, and the mode of carrying the same into effect are as follows:

- 12.1. Each voting member of the Surviving Corporation shall without further act and deed continue to be a voting member of the Surviving Corporation.
- 12.2. Following the merger, the business operation heretofore conducted by the Merged Corporation will be named "OCLC Public Affairs Information Service". Subject to achievement by the former PAIS site of appropriate performance goals and to the general business environment in which the Surviving Corporation is operating, the Surviving Corporation will continue the current PAIS function, as well as expanding the coverage of its products and services through the new OCLC PAIS operation. OCLC would prefer to preserve the offices of PAIS in New York City for at least a three year period, subject to the current lease provisions and the willingness of the landlord to continue/extend those terms as necessary. This office will function in a similar manner to its current operation, with OCLC reserving the right to make such alterations to that operation as are in the best interests of both the PAIS employees and users.

The Surviving Corporation will retain as employees (but solely on an at-will basis) all individuals who are employees of PAIS as of the Effective Date (as defined below), and the Surviving Corporation will enter into employment contracts for a one year term certain with the following two senior PAIS employees: Debra Brown-Spruill (who will be placed in

charge of the OCLC/PAIS operations, and Catherine Korvin. OCLC realizes the skills possessed by many of the current PAIS employees (whether staff or management) are a most valuable commodity. OCLC has every intention of preserving, and where appropriate even offering opportunities to enrich those skills. Based on that concept, OCLC will offer positions of employment to certain PAIS employees at the time of the Merger as agreed between OCLC and PAIS during the due diligence period. Under these offers, OCLC will make every reasonable effort to insure that those former PAIS employees will serve in substantially the same position as they currently serve and OCLC will pay such employees on terms at least as favorable as currently, including comparable benefit packages, as provided by PAIS before the Merger. It is probable that not all current PAIS employees will be offered continued employment, however, as it is anticipated that (for instance) not all administrative positions can be retained due to duplication of function at OCLC in Dublin. Employees terminated as of the Merger will be granted such severance as the parties hereto may agree as a part of the due diligence process. Former PAIS employees will, under the Surviving Corporation's benefit plans, be given credit for prior service at PAIS. For purposes of clarification, nothing contained in this Agreement and Plan of Merger (including without limitation this Section 12.2) is intended to establish any right to ongoing employment by the Surviving Corporation of any individual who is a PAIS employee as of the Effective Date.

12.3. For the period of her employment contract, Debra Brown-Spruill will hold a position on the Surviving Corporation's senior management team.

12.4. This Agreement and Plan of Merger may be abandoned prior to the Effective Date by OCLC or PAIS if:

12.4.1 Either party fails to obtain appropriate corporate authorization as may be required to enter into this Agreement and Plan of Merger and engage in the transactions contemplated hereby.

12.4.2 Any governmental entity refuses to allow the merger to be completed, after the best efforts of both PAIS and OCLC to correct any issues preventing such approval.

12.5. This Agreement and Plan of Merger may be abandoned prior to the Effective Date by OCLC if:

12.5.1 Additional material liabilities or other material claims against PAIS arise which were previously not disclosed to OCLC prior to the execution date hereof; and

12.5.2 OCLC and PAIS are unable to resolve (to OCLC's satisfaction) any other obligations of PAIS that would extend liability beyond the Effective Date hereof.

12.6. Unless this Agreement and Plan of Merger is abandoned as provided for hereunder, OCLC and PAIS shall each do all things necessary to cause a Certificate of Merger and, to the extent required by law, a copy of this Agreement and Plan of Merger to be filed with the Secretary of State of Ohio and the Department of State of New York, and shall take all other actions and sign and deliver all other documents required for the merger contemplated hereunder to become effective as of the time provided for in Section 14 hereof. Copies of all documents referred to in this Section may be filed with the copy hereof. PAIS and OCLC each agree to execute and deliver any and all documents, and to take all other acts, required to convey, assign, transfer, deed, and/or vest all of PAIS's property and/or rights of every kind and description in OCLC, to the full extent intended to be effected by this Agreement and Plan of Merger.

12.7. For a period of three years after the Effective Date, the Surviving Corporation agrees to

maintain in effect, for the benefit of the current PAIS Trustees and Officers, the insurance policy of National Union Fire Insurance Company (the insurer) for Non-Profit Trustees' and Officers' Liability on the same terms and at the same levels of coverage as were in effect immediately prior to the Effective Date, the cost of which insurance coverage is estimated to be approximately Five Hundred Thirty-Two Dollars (\$532.00) per year.

- 12.8. This Agreement and Plan of Merger does not implement any amendments to OCLC's Amended Articles of Incorporation, Bylaws or Code of Regulations in effect immediately before the merger, which shall continue unchanged as the Amended Articles of Incorporation, Bylaws and the Code of Regulations of the Surviving Corporation after the merger (unless and until otherwise changed in accordance with the law), and which are incorporated herein and made a part hereof.
- 12.9. Until changed in accordance with law, OCLC's Amended Articles of Incorporation, Bylaws or Code of Regulations and (i) the General Members, the Users Council Members and the Trustee Members of OCLC existing immediately prior to the Effective Date shall continue to be the General Members, the Users Council Members and the Trustee Members, respectively, of the Surviving Corporation, shall continue to have unchanged membership rights and interests in respect of the Surviving Corporation and shall be the sole members of the Surviving Corporation, and (ii) no other person, firm, corporation or other entity shall have or be entitled to exercise any of the rights of a member of any class of the members of the Surviving Corporation.
- 12.10 This Agreement of Merger shall be construed and controlled by the laws of the State of Ohio. Notwithstanding the foregoing, this Agreement of Merger is intended to conform in full with, both ORC Section 1702.45 and NPCL Section 902. The effects of the merger to be effected hereby are intended to be those set forth in ORC Section 1702.44 and NPCL Section 905. Generally, without limiting the foregoing, the Surviving Corporation shall, upon the merger taking effect, have all rights and interests in all PAIS's property of every kind and description, including in any grants or bequests and shall assume all PAIS's obligations. In the case of a conflict between those statutes, the ORC shall control, as provided in both statutes.
- 12.11 Notwithstanding Section 11, above, and in accordance with NPCL Section 906(d)(2)(D), the Surviving Corporation hereby agrees that it may be served with process in the State of New York in any proceeding for the enforcement of any obligation of the Merged Corporation, or in respect to any property transferred or conveyed to it pursuant to NPCL Section 907(c), and hereby irrevocably appoints the Secretary of State of the State of New York and its agent to accept service of process in any such proceeding and to forward a copy of the service of process to:

OCLC Online Computer Library Center, Incorporated
c/o Mr. James T. Houfek
Vice President & General Counsel
6565 Frantz Road, MC #202
Dublin, Ohio 43017-3395

13. The effective date of this Agreement of Merger shall be the first day of the calendar month following final merger approval and Certificate of Merger filings in both New York and Ohio ("Effective Date").

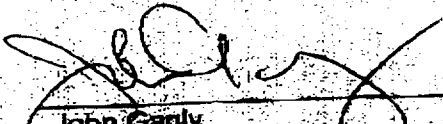
OCLC/PAIS Agreement of Merger

14. Contemporaneously with the execution of this Agreement, PAIS will furnish OCLC with a letter of opinion from its counsel in a form satisfactory to OCLC, which opinion shall affirm at a minimum the matters contained in attached Exhibit A.

IN WITNESS WHEREOF the Merged Corporation and Surviving Corporation have caused this Agreement and Plan of Merger to be duly executed and delivered on the day and year first above written.

PUBLIC AFFAIRS INFORMATION SERVICE, INC.

By:

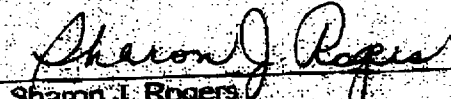

John Ganly
Chair of the Board of Trustees

By:

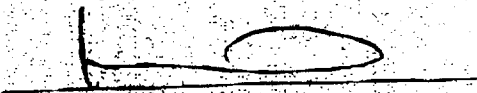
Shirley Echelman
Secretary

OCLC ONLINE COMPUTER LIBRARY CENTER, INCORPORATED


By:


Sharon J. Rogers
Chair of the Board of Trustees

By:


Donald J. Muccino
Executive Vice-President and Chief Operating Officer

By:


James T. Houfek
Secretary

14. Contemporaneously with the execution of this Agreement, PAIS will furnish OCLC with a letter of opinion from its counsel in a form satisfactory to OCLC, which opinion shall affirm at a minimum the matters contained in attached Exhibit A.

IN WITNESS WHEREOF the Merged Corporation and Surviving Corporation have caused this Agreement and Plan of Merger to be duly executed and delivered on the day and year first above written.

PUBLIC AFFAIRS INFORMATION SERVICE,
INC.

OCLC ONLINE COMPUTER LIBRARY CENTER,
INCORPORATED

By: _____
John Ganly
Chair of the Board of Trustees

By: _____
Sharon J. Rogers
Chair of the Board of Trustees

By: Shirley Echelman
Shirley Echelman
Secretary

By: _____
Donald J. Muccino
Executive Vice-President and Chief
Operating Officer

By: _____
James T. Houfek
Secretary

EXHIBIT A

**CONTENT OF OPINION OF COUNSEL
TO
PUBLIC AFFAIRS INFORMATION SERVICE, INC. ("PAIS")**

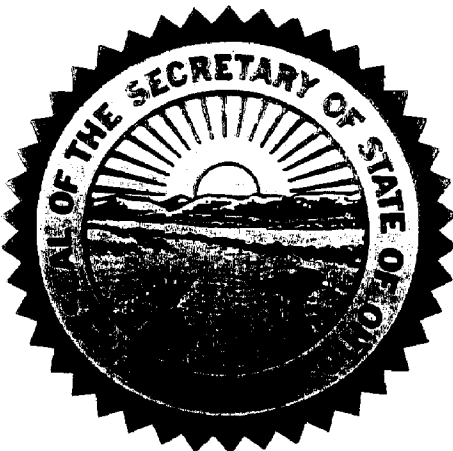
1. PAIS is a corporation duly incorporated, validly existing and in good standing under the laws of the State of New York.
2. The company has all corporate power and authority required to own, operate and lease its property and assets and to carry on its activities as now conducted.
3. The execution, delivery and performance of the Agreement of Merger has been duly authorized by all necessary action of PAIS and the Agreement has been duly executed and delivered by PAIS.
4. The execution, delivery and performance of the Agreement of Merger by PAIS and the consummation of the transactions thereby does not and will not (i) conflict with its Certificate of Incorporation or Bylaws, applicable laws or regulations, court orders or judgments, (ii) conflict with any material agreement to which PAIS is a party to our knowledge, or (iii) require filings with, or consents of applicable government authorities other than the Department of Education of the State of New York and the Secretary of State of the State of New York.
5. The Agreement of Merger constitutes the valid, legal and binding agreement of PAIS and is enforceable against PAIS, subject to the effect of bankruptcy, insolvency, moratorium, fraudulent conveyance and similar rules relating to or affecting creditors' generally and court decisions with respect thereto.
6. To our knowledge, there is no claim, litigation, action, suit, proceeding, investigation or inquiry pending or threatened against or affecting PAIS that seeks to restrain, enjoin, prevent the consummation of or otherwise challenge the validity of the Agreement of Merger.

PAISMergerAgtFinal

UNITED STATES OF AMERICA
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show a Certificate of MERGER of PUBLIC AFFAIRS INFORMATION SERVICES, INC., an unqualified New York not for profit corporation, merging into: OCLC ONLINE COMPUTER LIBRARY CENTER, INCORPORATED, survivor of said merger, an Ohio not for profit corporation, Charter No. 362623, was filed with an effective date of January 1, 2000 of the Records of Incorporation. Said surviving corporation, OCLC ONLINE COMPUTER LIBRARY CENTER, INCORPORATED, an Ohio not for profit corporation, Charter No. 362623, having its principal location in Clinton Township, County of Franklin, was incorporated on July 6th, 1967 and is currently in GOOD STANDING upon the records of this corporation.



*WITNESS my hand and official
seal at Columbus, Ohio on
February 23, 2000*

J. Kenneth Blackwell
Secretary of State

DATE DOCUMENT NO DESCRIPTION
2/17/2000 200002804716 MER MERGER/DOMESTIC

FILING	EXPED	PENALTY	CERT	COPY
50.00	0.00	0.00	0.00	0.00
TOTAL	50.00	0.00	0.00	0.00

Return To:
VORYS,SATER,SEYMOUR & PEASE
ATTN M J GROVE
PO BOX 1008
COLUMBUS, OH 43216-1008

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

362623

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for OCLC ONLINE
COMPUTER LIBRARY CENTER, INCORPORATED and that said business records show the filing and recording of:*

Document(s)
MERGER/DOMESTIC

Document No(s):
200002804716

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 1st day of
January, A.D. 2000



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State

TRADEMARK
REEL: 002141 FRAME: 0252

Prescribed by
Kenneth Blackwell, Secretary of State
30 East Broad Street 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger set forth the following facts.

RECEIVED

I. SURVIVING ENTITY

DEC 20 1999

A. The name of the entity surviving the merger is:

J. KENNETH BLACKWELL
SECRETARY OF STATE

OCLC Online Computer Library Center, Incorporated.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following:

N/A

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the

State/country of _____, and NOT registered to do business in the state of Ohio.

[] Domestic (Ohio) limited partnership, registration number _____.

[] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____.

[] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows

Name	State/Country of Organization	Type of Entity
<u>Public Affairs Information Service, Inc.</u>	<u>New York</u>	<u>Not-For-Profit</u>

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>James T. Houfek</u>	<u>6565 Frantz Road, MC# 202</u> <u>Dublin, Ohio 43017</u>

IV. Effective Date of Merger

This merger is to be effective:

On the first day of the month following the month during which this Certificate is filed.

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this

certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name

Address

_____ (complete street name)

_____ (city, village or township)

_____ (zip code)

(This item MUST be completed if the surviving entities is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein. the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation of the surviving domestic entity herein remain as currently filed.

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio.

The name and complete address of the statutory agent is:

_____ N/A _____
(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____
month day year
under the laws of the state/country of _____
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership _____

b. The limited partnership was formed on _____
month day year

under the laws of the state/country of _____

c. The address of the office of the limited partnership in its state/country of organization is _____

d. The limited partnership's principal office address is _____

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers partners and representatives on the date(s) stated below.

OCLC Online Computer Library Center, Incorporated.

Public Affairs Information Service, Inc.

By: _____
Its: Executive Vice President & COO

By: _____
Its: Chairman of the Board of Trustees

Date: 12-15 1999

Date: _____ 1999

By: _____
Its: Secretary

By: Shirley Edelman
Its: Secretary

Date: 12/15 1999

Date: Sept. 29 1999

b. The limited partnership was formed on _____ month day year

under the laws of the state/country of _____

c. The address of the office of the limited partnership in its state/country of organization is _____

d. The limited partnership's principal office address is _____

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers partners and representatives on the date(s) stated below.

OCLC Online Computer Library Center, Incorporated.

By: _____
Its: Executive Vice President & COO

Date: 12-15 1999

By: _____
Its: Secretary

Date: 12/15 1999

Public Affairs Information Service, Inc.

By: _____
Its: Chairman of the Board of Trustees

Date: Sept 28 1999

By: _____
Its: Secretary

Date: _____ 1999



THE STATE EDUCATION DEPARTMENT / THE UNIVERSITY OF THE STATE OF NEW YORK / ALBANY, NY 12234

Counsel and Deputy Commissioner for Legal Affairs
Tel. 518-474-6400
Fax 518-474-1940

December 17, 1999

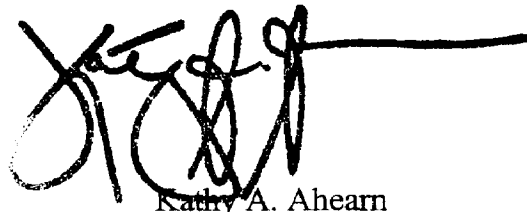
Edward P. Liang, Esq.
De Forest & Duer
90 Broad Street
New York NY 10004

Dear Mr. Liang:

I am pleased to advise you that the Board of Regents, at its meeting today, formally voted to consent to the merger of the **Public Affairs Information Service, Inc.** with and into the **OCLC Online Computer Library Center, Incorporated.** A copy of the vote adopted is enclosed.

The formal consent document will be prepared and forwarded to you by the Secretary to the Board of Regents. It will, however, be one to two weeks before it is ready for mailing.

Yours truly,



Kathy A. Ahearn

Enclosure

cc: James T. Houfek, Esq.

TRADEMARK
REEL: 002141 FRAME: 0259

PUBLIC AFFAIRS INFORMATION SERVICE, INC. AND OCLC ONLINE
COMPUTER LIBRARY CENTER, INCORPORATED

The Public Affairs Information Service, Inc., located in the city, county and state of New York, was incorporated by action of the Board of Regents under an absolute charter in the first instance granted on February 26, 1954.

The OCLC Online Computer Library Center, Incorporated, located in Clinton Township, county of Franklin, state of Ohio, was incorporated pursuant to the General Corporation Act of Ohio under the corporate name "The Ohio College Library Center" on July 6, 1967 for purposes for which the corporation might have been chartered by the Regents and filed certificates of amendment with the Ohio Secretary of State on various occasions, including a change of corporate name to "OCLC, Inc." and subsequently to "OCLC Online Computer Library Center, Incorporated," and filed an application for authority to do business with the New York State Secretary of State on October 16, 1991 pursuant to consent of the Commissioner of Education dated August 13, 1991.

The Public Affairs Information Service, Inc. and the OCLC Online Computer Library Center, Incorporated, having entered into an agreement of merger pursuant to NPCL §904 and having petitioned the Board of Regents, pursuant to Education Law §§223 and 216-a(4)(d)(11) and NPCL §909, for consent to such merger, it was

Voted, that the petition of the Public Affairs Information Service, Inc., located in the city, county and state of New York, and the OCLC Online Computer Library Center, Incorporated, located in Clinton Township, county of Franklin, state of Ohio, for the consent of the Board of

Regents, pursuant to Education Law §§223 and 216-a(4)(d)(11) and NPCL §909, to the merger of the two corporations pursuant to NPCL §904, with the surviving corporation being the OCLC Online Computer Library Center, Incorporated, be, and the same hereby is, approved; that the consent of the Board of Regents to the filing of the certificate of merger be, and the same hereby is, granted; and further that the certificate of incorporation of the OCLC Online Computer Library Center, Incorporated shall be deemed amended as of the date of filing of the certificate of merger with the Ohio Secretary of State to the extent, if any, that changes are set forth in the plan of merger.

M E M O R A N D U M

TO: James T. Houfek
FROM: Jonathan M. Peterson
DATE: November 15, 1999
RE: OCLC/PAIS

You asked me to investigate whether a Certificate of Merger must be filed with the New York Department of State ("DOS") in connection with the merger of PAIS into OCLC. I believe no Certificate of Merger must be filed with the DOS in order to effect the merger. A summary of how education corporations "incorporate" in New York will help you understand the cause of the confusion.

I. INCORPORATION.

New York education corporations can be incorporated in two ways. Certain types of education corporations (such as libraries) are incorporated when the Board of Regents grants a charter for the education corporation. A provisional charter is first granted. If conditions are met, the Board of Regents will subsequently grant an absolute charter. The NY Education Law is silent as to whether charters are filed with the DOS. Based on my telephone discussions with officials at the DOS and the New York Education Department ("DOE"), it appears that charters are not filed with the DOS. Other types of education corporations are incorporated by the filing of a certificate of incorporation with the DOS, accompanied by the requisite consent of the Board of Regents.

PAIS received its absolute charter in 1954. There is no record that the PAIS charter was ever filed at the DOS. Absolute charters are not filed with the DOS today and probably were not required to be filed with the DOS in 1954.

II. CONSOLIDATION.

The NY Education Law permits the consolidation of NY education corporations with other corporations. (The term "consolidation", not "merger", is used in the Education Law). Section 223 of the Education Law states that a petition must be presented to the Board of Regents (as OCLC and PAIS have done). The Board of Regents may then execute an order for the consolidation of the corporations. Section 223 provides that "When such order is made, such corporations shall become one corporation." Section 223 goes on to state that if any education corporation was incorporated "pursuant to which its certificate of incorporation was

filed with the department of state, the regents shall deliver a certified copy of the order of consolidation to such department.”

To confuse matters, Section 216-a of the Education Law provides that the New York Not-for-Profit Corporation Law (the “NFP Law”) applies to education corporations. Section 906 of the NFP Law governs the merger or consolidation of New York and non-New York not-for-profit corporations. That Section clearly states a certificate of merger must be filed with the DOS in any such merger of consolidation. Section 216-a(d)(10) of the Education Law even states that, under Section 906 of the NFP Law, if any constituent corporation is an education corporation, the consent of the DOE commissioner shall be annexed to the certificate of merger prior to filing with the DOS.

Notwithstanding Section 216-a(d)(10), the practice of the DOS in the merger of education corporations is as follows. If the constituent New York education corporation was incorporated by a charter, its merger is effected by the order of the Board of Regents. No certificate of merger is filed with the DOS. The DOS has no statutory authority to accept a certificate of merger unless a constituent corporation has its certificate of incorporation on file at the DOS. If, however, the constituent New York education corporation was incorporated by a certificate of incorporation filed with the DOS, the merger is still approved by the Board of Regents order, but a certificate of merger (accompanied by the Board of Regents order) must be filed with the DOS.

PAIS was incorporated by a charter. Its merger into OCLC will have satisfied all New York legal requirements when the Board of Regents grants its order of consolidation. No certificate of merger is required to be filed with the DOS.

III. AMENDING OCLC'S APPLICATION FOR AUTHORITY TO DO BUSINESS IN NEW YORK

OCLC previously applied for and was granted authority to do business in New York. The merger with PAIS, in and of itself, does not obligate OCLC to amend its New York application for authority because OCLC is the surviving corporation of the merger. Section 1308 of the NFP Law, however, provides that an authorized foreign corporation (such as OCLC) “may amend or change its application for authority from time to time” if desired, to reflect certain changes. These changes could be a change in the county in which its New York office is located, an enlargement or other change in the activities proposed to be conducted in New York, or certain other matters. Any amendment by OCLC of its New York application for authority is not a condition to the effectiveness of the merger. Rather, an amendment would be a post-merger task.

* * * * *

The New York laws are internally inconsistent. Moreover, in my September discussion with Pat Dallman-Weaver of the DOE, she included the filing of a certificate of merger with the DOS as the final part of the merger process. (She must have said the same thing to the PAIS attorneys, even asking them to contact the DOS). When I spoke again recently with Ms. Dallman-Weaver, she stated that the DOE assumed the DOS would want a copy of the OCLC/PAIS Certificate of Merger in part because OCLC has qualified to do business in New York. Her assumption is not correct. OCLC may amend its application for authority to do business in New York, but that amendment would occur after the merger and would not include filing the Certificate of Merger with the DOS.

If you have any questions, please let me know.

J.M.P.
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