

02-14-2001

1/ER SHEET
ONLY

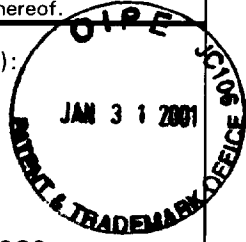
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Com

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cord the attached original documents or copy thereof.



1. Name of conveying party(ies):

Mayfield Publishing Company

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-California
- Other

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

3. Nature of conveyance: 1-31-01

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: January 19, 2001

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

Name: **The McGraw-Hill Companies, Inc.**

Address: **1221 Avenue of the Americas**

City: **New York State: New York** Zip: **10020**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-New York
- Other

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

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

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

A. Trademark Applications

Mark

Serial No.

SEE ATTACHED SCHEDULE A

B. Trademark Registrations

Mark

Reg. No.

SEE ATTACHED SCHEDULE B

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

EXPRESS MAIL CERTIFICATE

Date 1/31/01

Label No. 70671993 905

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41):.....\$165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 04-0100

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

DB Peck
Name (Print)

[Signature]
Signature

DO NOT USE THIS SPACE

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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.

Karin Segall
Name of Person Signing

[Signature]
Signature

January 31, 2001
Date

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

6

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

02/13/2001 6T0N11 00000101 76154985
01 FC:441 40.00 OP
02 FC:482 125.00 OP

TRADEMARK
REEL: 002234 FRAME: 0580

SCHEDULE A

APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
MAYFLOWER PUBLISHING COMPANY & DESIGN	76/154,985	10/25/00
FLOWER DESIGN	76/154,987	10/25/00

SCHEDULE BREGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
FLOWER DESIGN	1,863,594	11/22/94
MAYFLOWER PUBLISHING COMPANY	1,863,595	11/22/94
MAYFLOWER PUBLISHING COMPANY	1,863,703	11/22/94
FLOWER DESIGN	1,863,704	11/22/94

CERTIFICATE OF MERGER
OF

MAYFIELD PUBLISHING COMPANY

INTO

THE MCGRAW-HILL COMPANIES, INC.

(UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW)

The McGraw-Hill Companies, Inc. pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. The McGraw-Hill Companies, Inc., (the "surviving corporation") a corporation of the State of New York, owns all of the outstanding shares of Mayfield Publishing Company, a corporation of the State of California. The McGraw-Hill Companies, Inc. was formed under the name "McGraw-Hill Publishing Company, Inc."
2. Mayfield Publishing Company was formed under the name "National Press Books". As to Mayfield Publishing Company, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Mayfield Publishing Company	637,233 shares of Common Stock	637,233 shares of Common Stock

Certificate of Merger (Mayfield).doc

1

3. (a) The certificate of incorporation of The McGraw-Hill Companies, Inc. was filed in the Department of State on the 29th day of December, 1925.

(b) Mayfield Publishing Company, was incorporated under the laws of the State of California on the 26th day of June, 1970 and no application for authority to do business in the State of New York was filed with the Department of State.

(c) The merger is permitted by the laws of the state of incorporation of Mayfield Publishing Company and is in compliance therewith. The merger will also be consummated in accordance with Sections 332 and 337 of the Internal Revenue Code of 1986.

4. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

5. The merger shall be effective on the 19th day of January, 2001.

6. The plan of merger was adopted by the board of directors of the surviving corporation.

Certificate of Merger (Mayfield).doc

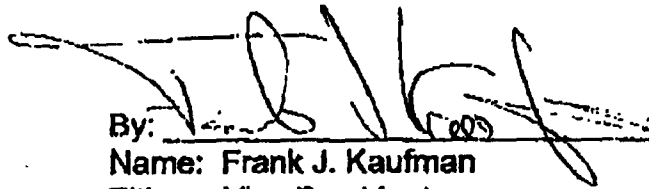
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IN WITNESS WHEREOF, this certificate has been signed on the 19th day of January, 2001 and the statements contained therein are affirmed as true under penalties of perjury.

THE MCGRAW-HILL COMPANIES, INC.

By: 
Name: Scott L. Bennett
Title: Secretary

MAYFIELD PUBLISHING COMPANY

By: 
Name: Frank J. Kaufman
Title: Vice President

3