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**Submission Type**

3-1-01

☒ New☐ Resubmission (Non-Recordation)  
Document ID # ☐ Correction of PTO ErrorReel #  Frame # ☐ Corrective DocumentReel #  Frame # **Conveyance Type**☐ Assignment☐ License☐ Security Agreement☐ Nunc Pro Tunc Assignment☒ MergerEffective Date  
Month Day Year  
☐ Change of Name☐ Other **Conveying Party**☐ Mark if additional names of conveying parties attachedExecution Date  
Month Day Year

Name AUTOMOTIVE INFORMATION PROPERTIES, INC.

1223+998

Formerly ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association☐ Other ☒ Citizenship/State of Incorporation/Organization ILLINOIS**Receiving Party**☐ Mark if additional names of receiving parties attached

Name CHILTON COMPANY

DBA/AKA/TA Composed of 

Address (line 1) 275 WASHINGTON STREET

Address (line 2) 

Address (line 3) NEWTON

City

MASSACHUSETTS

State/Country

02458

Zip Code

☐ Individual☐ General Partnership☐ Limited Partnership☒ Corporation☐ Association☐ Other ☒ Citizenship/State of Incorporation/Organization DELAWARE

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.)

FOR OFFICE USE ONLY

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**TRADEMARK**

REEL: 002251 FRAME: 0321

**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"/>
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<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

February 26, 2001

Date Signed

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:

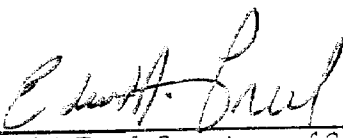
"AUTOMOTIVE INFORMATION PROPERTIES, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "CHILTON COMPANY" UNDER THE NAME OF "CHILTON COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 1 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.



0027601 8100M  
991015772

  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9520313

01-13-99

TRADEMARK  
REEL: 002251 FRAME: 0323

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER

Merging  
Automotive Information Properties, Inc.  
into  
Chilton Company

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Chilton Company, a corporation incorporated in the State of Delaware on April 17, 1911 (hereinafter the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY that: (a) the Corporation owns 100% of the capital stock of Automotive Information Properties, Inc., a corporation incorporated in the State of Illinois on July 31, 1945 pursuant to the provisions of the Business Corporation Act of Illinois, (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 10<sup>th</sup> day of December 1998 the Corporation did determine to merge Automotive Information Properties, 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 Automotive Information Properties, Inc., a corporation organized and existing under the laws of Illinois (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 effective as of December 30, 1998;

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 provided that the Certificate of Ownership and Merger is duly filed with the Secretary of State on or prior to December 30, 1998; and further

RESOLVED, that an authorized officer of this Corporation be and he/she 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 office of the Secretary of State of Delaware, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in the State of Delaware; and further

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.

RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A thus forming a part of these resolutions (herein the "Plan") be, and it hereby is, approved and adopted.

RESOLVED, that the Board of Directors hereby recommends and submits the foregoing resolutions and Plan to the sole shareholder of the Corporation for its approval.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by an authorized officer of the Corporation, this 22 day of December 1998.

Chilton Company

By:

Name: Michael A. Feirstein

Title: Vice President

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 10<sup>th</sup> 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 per 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 (Certificate of Ownership and Merger for Delaware purposes only) 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 (Certificate of Ownership and Merger for Delaware purposes only) 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: Charles P. Fontaine  
Name: Charles P. Fontaine  
Title: Assistant Secretary

By: Michael A. Feinstein  
Name: Michael A. Feinstein  
Title: Vice President

Attest:

Chilton Company

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

By: Michael A. Feinstein  
Name: Michael A. Feinstein  
Title: Vice President



### CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Chilton Company, a Delaware corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein Automotive Information Properties, Inc., an Illinois corporation, is merged with and into the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998

Charles P. Fontaine  
Charles P. Fontaine, Assistant Secretary

### CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Automotive Information Properties, Inc., an Illinois Corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein the Corporation is merged with and into Chilton Company, a Delaware corporation and the sole shareholder of the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998

Charles P. Fontaine  
Charles P. Fontaine, Assistant Secretary

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