

04-23-2001

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Patent & Trademark Office



id Trademarks: Please record the attached original documents or copy thereof.

101682288

1. Name of conveying party(ies):

McGraw-Hill Education Company

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

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

The McGraw-Hill Companies, Inc.
1221 Avenue of the Americas
New York, New York 10020

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

4.1101

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: 12/31/00

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)

see attached

B. Trademark Registration No. (s)

see attached

Additional numbers attached? Yes No

75683078

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:.....(59)

7. Total fee (37CFR 3.41)..... \$1450.00
 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)

04/23/2001 10:42: 00000025 75683078

DO NOT USE THIS SPACE

Statement and signature 40.00 DE
1450.00 DE

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

April 10, 2001

Date

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

Serial No.	Mark	Class
75/683078	A PEG-N-PLAY SET	28
76/016402	LUCKY PENNY	28
75/683994	PEG-IT	28
76/016401	POCKET CHANGE	16, 28
76/015666	SPOT THE CLOCK	16, 28

Reg. No.	Mark	Class
2,222,571	BUILD-N-LEARN	28
1,559,584	CONCERTWARE	9
1,697,254	Circle, Square & Triangle Design	9, 16, 28
2,372,456	EASY GRIP PEGS	28
1,824,391	FRACTION BUILDER	16
1,604,588	FRACTION STAX Stylized	28
1,527,898	GREAT WAVE SOFTWARE & Design	9
2,257,765	HIDE-N-PEEK	16
953,663	IF Stylized	16
2,205,989	IN CELEBRATION & Angel Design	16, 28
2,211,391	IN CELEBRATION & Star Design	16, 28
1,515,230	INSTRUMENTMAKER	9
1,592,952	JOBCARDS	16
2,391,307	Juggler Design	16, 28, 35
2,257,754	LOST-N-FOUND	16
2,257,755	MY LITTLE LEARNING BOX	16
1,617,464	NUMBERMAZE	9
2,370,638	PIZZA TO GO	28
2,160,518	READ-N-DO	16
2,058,057	READING SEARCH	9
2,042,997	SAFESIZE	28

Serial No.	Mark	Class
75/943519	CP CREATIVE PUBLICATIONS & Design	16
75/583736	CREATIVE CLASSICS	16
76/036130	CREATIVE PUBLICATIONS	42
75/594544	CREATIVE PUBLICATIONS CREATIVE CLASSICS	16
75/637173	GROUNDWORKS	16

Reg. No.	Mark	Class
1,698,572	ALGEBRA LAB	16
2,190,977	ALGEBRA LAB	16
1,667,249	ALGEBRA LAB GEAR	16
2,190,976	ALGEBRA LAB GEAR	28
1,955,039	ARITHMATWISTS	16
1,955,036	ARITHMETORNOS	16
1,778,191	CP Design	42
1,793,460	CREATIVE PUBLICATIONS	9
1,475,902	CREATIVE PUBLICATIONS Stylized	16
1,777,833	CREATIVE PUBLICATIONS & Design	16
1,957,884	DAILY TUNE-UPS	16
2,065,061	FOR THE CLASSROOM YOU WANT TO CREATE	42
1,759,618	FRACTION FACTORY	9, 16
2,257,652	HOT WORDS HOT TOPICS	16
2,089,848	INTERMEDIATE THEME WORKS	16
2,363,032	MATHGEAR	9
1,858,156	MATHLAND	16
2,105,936	MATHSCAPE	16
2,131,605	MIDDLE SCHOOL MATH WITH PIZZAZZ	16
1,982,609	PIZZAZZ	16
2,080,114	PLAN BOOK PLUS	16
1,967,000	POLYHEDRAVILLE	16
1,957,886	PUDDLE QUESTIONS	16
2,170,211	SKILL POWER	16
2,078,039	SMART ARITHMETIC	28
2,298,217	SMART STRANDS	16
2,100,084	TAPESTRIES FOR LEARNING	16
2,076,342	TEXTILE MATH	16
2,157,812	THE ESSENTIALS SKILLS ASSESSMENT SYSTEM	16

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"MCGRAW-HILL EDUCATION COMPANY", A DELAWARE CORPORATION, WITH AND INTO "THE MCGRAW-HILL COMPANIES, INC." UNDER THE NAME OF "THE MCGRAW-HILL COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2000, AT 4:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0866079

DATE: 12-19-00

3062759 8100M

001637692

TRADEMARK
REEL: 002271 FRAME: 0093

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

McGRAW-HILL EDUCATION COMPANY

INTO

THE McGRAW-HILL COMPANIES, INC.

The McGraw-Hill Companies, Inc. a corporation organized and existing under the laws of New York,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 29th day of December, 1925, pursuant to the Business Corporation Law of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding of the stock of McGraw-Hill Education Company, a corporation incorporated on the 15th day of March, 1994, 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, determined to merge into itself said McGraw-Hill Education Company:

RESOLVED, that pursuant to Sections 332 and 337 of the Internal Revenue Code of 1986, The McGraw-Hill Companies, Inc. merge, and it hereby does merge into itself McGraw-Hill Education Company and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall be effective on December 31, 2000 at 5:15 P.M.;

FUTHER RESOLVED, that the issued shares of McGraw-Hill Education Company, a direct wholly-owned subsidiary of this corporation, shall not be converted in any manner and, upon the effective date of the merger, each share of McGraw-Hill Education Company will be surrendered and cancelled; and

FUTHER RESOLVED, that the proper officers of this corporation be and they are hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said McGraw-Hill Education Company 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,

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of McGraw-Hill Education Company as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1221 Avenue of the Americas, New York, NY 10020, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made personally by delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the

Secretary of State of Delaware shall forthwith send by registered mail to The McGraw-Hill Companies, Inc. at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of The McGraw-Hill Companies, Inc. at any time prior to the effective time of the merger.

IN WITNESS WHEREOF, The McGraw-Hill Companies, Inc. has caused this Certificate to be signed by Frank Kaufman, its Senior Vice President Taxes, on this 15th day of December, 2000.

THE MCGRAW-HILL COMPANIES,
INC.

By: 
Name: Frank Kaufman
Title: Senior Vice President Taxes