

TRADEMARKS ONLY

Patent & Trademark Office



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

101682289

1. Name of conveying party(ies):

Educational Publishing Corporation

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

4-11-01

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

McGraw-Hill Education Company
1221 Avenue of the Americas
New York, New York 10020

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

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

3. Nature of Conveyance:

- () Assignment (x) Merger
() Security Agreement () Change of Name
() Other

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 (X) No

Execution Date: 12/31/00

4. Application or registration number(s):

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

see attached

see attached

Additional numbers attached? (x) Yes () No

75943519

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)..... \$1490.00
(X) Enclosed (receipt for payment)
(X) 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 TD:AZ1 00000024 75943519

DO NOT USE THIS SPACE

91 Statement and signature, 40.00 00
02 FC:482 1450.00 00

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
75/943519	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

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
1,597,254	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

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 MERGER, WHICH MERGES:

"EDUCATIONAL PUBLISHING CORPORATION", A DELAWARE CORPORATION,

"EVERYDAY LEARNING CORPORATION", A ILLINOIS CORPORATION,

"LANDS END PUBLISHING, INC.", A DELAWARE CORPORATION,

"MCGRAW-HILL EDUCATION SALES, INC.", A DELAWARE CORPORATION,

"NTC/CONTEMPORARY PUBLISHING GROUP, INC.", A ILLINOIS CORPORATION,

"SHORTLAND PUBLICATIONS (USA), INC.", A COLORADO CORPORATION,

"SHORTLAND PUBLICATIONS, INC.", A DELAWARE CORPORATION,

"WRIGHT GROUP PUBLISHING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MCGRAW-HILL EDUCATION COMPANY" UNDER THE NAME OF "MCGRAW-HILL EDUCATION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2000, AT 4:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



Edward J. Freel

Edward J. Freel, Secretary of State

2385982 8100M

AUTHENTICATION: 0866077

001637688

DATE: 12-19-00

TRADEMARK
REEL: 002271 FRAME: 0941

State of Delaware
Office of the Secretary of State

PAGE 2

THE AFORESAID CERTIFICATE OF MERGER 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

2385982 8100M

AUTHENTICATION: 0866077

001637688

DATE: 12-18-00 TRADEMARK

REEL: 002271 FRAME: 0942

CERTIFICATE OF MERGER
OF
McGRAW-HILL EDUCATION SALES, INC.
AND
EVERYDAY LEARNING CORPORATION
AND
EDUCATIONAL PUBLISHING CORPORATION
AND
LANDS END PUBLISHING, INC.
AND
NTC/ CONTEMPORARY PUBLISHING GROUP, INC.
AND
SHORTLAND PUBLICATIONS (USA), INC.
AND
SHORTLAND PUBLICATIONS, INC.
AND
WRIGHT GROUP PUBLISHING, INC.
INTO .
McGRAW-HILL EDUCATION COMPANY

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) McGraw-Hill Education Sales, Inc., which is incorporated under the laws of the State of Delaware;
 - (ii) Everyday Learning Corporation, which is incorporated under the laws of the State of Illinois;
 - (iii) Educational Publishing Corporation, which is incorporated under the laws of the State of Delaware;
 - (iv) Lands End Publishing, Inc., which is incorporated under the laws of the State of Delaware;
 - (v) NTC/Contemporary Publishing Group, Inc., which is incorporated under the laws of the State of Illinois;
 - (vi) Shortland Publications (USA), Inc., which is incorporated under the laws of the State of Colorado;
 - (vii) Shortland Publications, Inc., which is incorporated under the laws of the State of Delaware;
 - (viii) Wright Group Publishing, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ix) McGraw-Hill Education Company, which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and the laws of the jurisdiction of organization of NTC/Contemporary Publishing Group, Inc. Everyday Learning Corporation and Shortland Publications (USA), Inc.
3. The name of the surviving corporation in the merger herein certified is McGraw-Hill Education Company, which will continue its existence as said surviving corporation under its present name upon the effective date and time of said

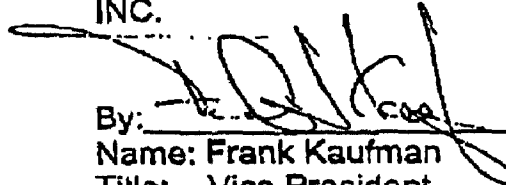
merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

- 4. The Certificate of Incorporation of McGraw-Hill Education Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
- 5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

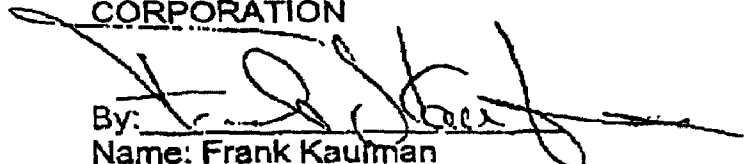
1221 Avenue of the Americas, New York, NY 10020.
- 6. The copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.
- 7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 5:10 P.M. on December 31, 2000.

Dated: December 15, 2000


McGRAW-HILL EDUCATION SALES, INC.

By: 
 Name: Frank Kaufman
 Title: Vice President


EVERYDAY LEARNING CORPORATION

By: 
 Name: Frank Kaufman
 Title: Vice President

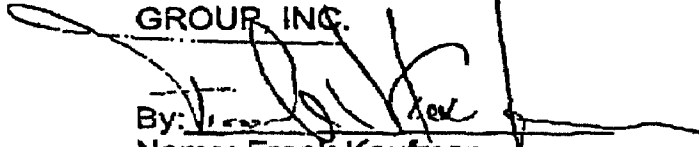
EDUCATIONAL PUBLISHING CORPORATION

By: 
Name: Frank Kaufman
Title: Vice President

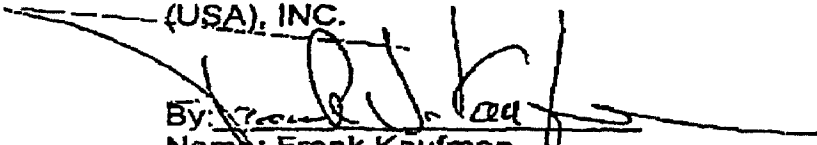
LANDS END PUBLISHING, INC.

By: 
Name: Frank Kaufman
Title: Vice President

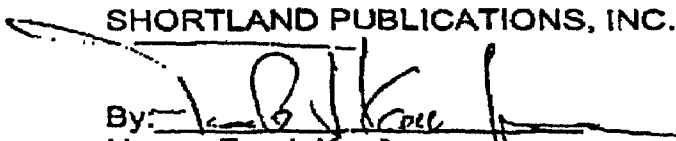
NTC/CONTEMPORARY PUBLISHING GROUP INC.

By: 
Name: Frank Kaufman
Title: Vice President

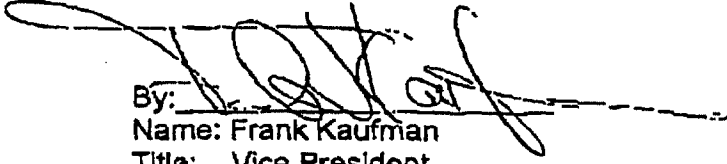
SHORTLAND PUBLICATIONS (USA), INC.

By: 
Name: Frank Kaufman
Title: Vice President

SHORTLAND PUBLICATIONS, INC.

By: 
Name: Frank Kaufman
Title: Vice President

WRIGHT GROUP PUBLISHING, INC.



By: _____
Name: Frank Kaufman
Title: Vice President

McGRAW-HILL EDUCATION
COMPANY



By: _____
Name: Frank Kaufman
Title: Vice President