

TRADEMARKS ONLY



4-11.01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached

101688988

1. Name of conveying party(ies):

Wright Group Publishing, Inc.

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

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
- Corporation-State of Delaware
- Other

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

3. Nature of Conveyance:

- Assignment 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 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? Yes No

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:.....(56)

7. Total fee (37CFR 3.41)..... \$ 1415.00
 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)

DO NOT USE THIS SPACE

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.

Ava K. Doppelt, Esquire

Signature

April 11, 2001

Date

Total number of pages including cover sheet, attachments and document: 8

No.	Mark	Class
75/924950	BOOK2WEB	16
75/599538	Daisy Design	42
75/613523	Mrs. Wishy-Washy Bear Design	16
76/011754	STORY VINE	16
76/016616	STORY VINE Stylized	16
75/824786	TEACHER HELP	42
75/501322	THE LITERACY BRIDGE	16
75/696082	THE STORY BOX	9
1,487,532	THE STORY BOX	16
1,630,837	WHOLE IDEA	16
1,647,429	Design of Person Sitting with Book	16
1,652,750	TWIG	16
1,656,805	THE SONG BOX	16
1,679,370	TWIG BOOKS and Design	16
1,686,389	THE WRIGHT GROUP	16
1,721,815	THE BOOK BANK	16
1,804,385	RAINFOREST	16
1,839,950	SUNSHINE AT HOME	16
1,841,322	THE STORY BASKET	16
1,841,768	COLTOLUX	10
1,891,707	KIDREAD	16
1,898,103	LA CAJA DE CUENTOS	16
1,911,215	FOUNDATIONS IN READING	9
1,914,181	WHOLE SCIENCE	16
1,914,182	THE WRIGHT START	16
1,914,855	TWG	16
1,935,501	KIDREAD	16
2,013,811	THE WRIGHT GROUP	41
2,019,222	THE WRIGHT GROUP	41
2,058,660	FOUNDATIONS IN SPEECH PERCEPTION	9
2,117,565	FOUNDATIONS	16
2,118,461	HERITAGE READERS	16
2,124,994	ADVENTURES IN PUBLISHING	9, 16
2,159,747	FOUNDATIONS	16
2,180,519	A WOODLAND MYSTERY	16
2,188,066	THE SONG BOX	9
2,191,079	SELLING IN THE WRIGHT TIMES	16
2,206,733	EMERGENT EARLY FLUENCY FLUENCY and Design	16
2,210,272	THE WRIGHT SITE	42
2,214,232	TWG and Design	16
2,223,777	Woodland Mystery Design	16
2,228,352	KIDTROPOLIS	42
2,236,974	THE WRIGHT GROUP	9
2,246,065	Hedgy the Hedgehog Design	9
2,246,651	BREAKTHROUGH TO LITERACY	9
2,259,529	WOODLAND MYSTERIES	16
2,267,132	CLASSROOM IMPACT	16
2,269,987	KIDS' DAILY NEWS	42
2,283,272	EMERGENT EARLY FLUENCY FLUENCY TWG	16
2,283,290	EMERGENT EARLY FLUENCY FLUENCY	16
2,283,291	EMERGENT EARLY FLUENCY FLUENCY	16
2,335,937	BREAKTHROUGH TO LITERACY	41
2,036,095	CRECIENDO CON MATEMATICAS	16
2,029,212	CRECIENDO CON MATEMATICAS	9
2,012,740	GROWING WITH MATHEMATICS	9
2,036,092	GROWING WITH MATHEMATICS	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 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



2385982 8100M

001637688

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0866077

DATE: 12-19-00

TRADEMARK
REEL: 002273 FRAME: 0392

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: **TRADEMARK**
REEL: 002273 FRAME: 0393

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

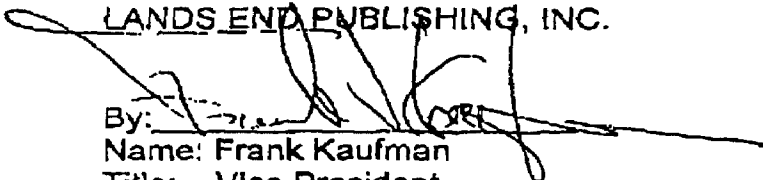
EVERYDAY LEARNING
CORPORATION

By: 
Name: Frank Kaufman
Title: Vice President

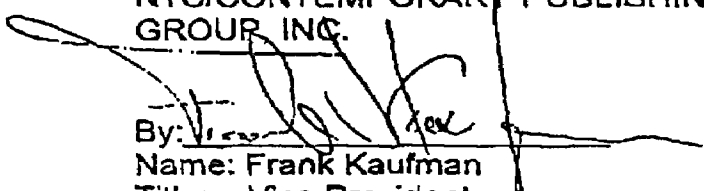
EDUCATIONAL PUBLISHING CORPORATION

By: 
Name: Frank Kaufman
Title: Vice President

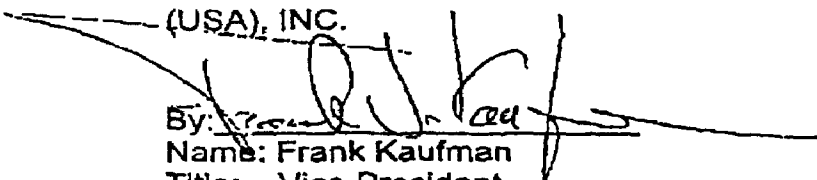
LANDS END PUBLISHING, INC.

By: 
Name: Frank Kaufman
Title: Vice President

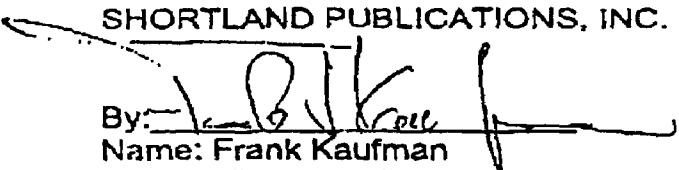
NTC/CONTEMPORARY PUBLISHING GROUP INC.

By: 
Name: Frank Kaufman
Title: Vice President

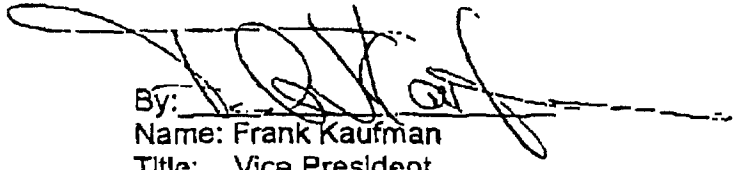
SHORTLAND PUBLICATIONS (USA), INC.

By: 
Name: Frank Kaufman
Title: Vice President

SHORTLAND PUBLICATIONS, INC.

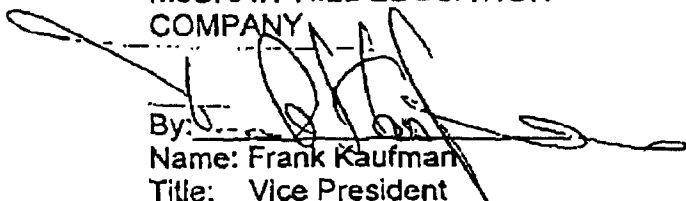
By: 
Name: Frank Kaufman
Title: Vice President

WRIGHT GROUP PUBLISHING, INC.



By: _____
Name: Frank Kaufman
Title: Vice President

McGRAW-HILL EDUCATION
COMPANY



By: _____
Name: Frank Kaufman
Title: Vice President