

05-18-2001

1-31-92

Patent & Trademark Office

5-11-01

To the Honorable Commissioner of Pat



101722085

d original documents or copy thereof.

1. Name of conveying party(ies):

McGraw-Hill Education Company

- () Individual(s)
- () General Partnership
- (X) 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
- (X) Corporation-State of New York
- () 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)

(76/036214)

1,958,565 1,975,917 2,007,788

Additional numbers attached? () Yes (X) 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:.....4

7. Total fee (37CFR 3.41)..... \$115.00
(X) Enclosed (receipt for payment)
(X) Charge any amounts due or credit any Overpayment to deposit account no. 01-0484

05/18/2001 GTOM11 00000044 76036214

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

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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

May 10, 2001

Date

Total number of pages including cover sheet, attachments and document: 5

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.



3062759 8100M

001637692

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0866079

DATE: 12-19-00

TRADEMARK
REEL: 002298 FRAME: 0064

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;

TRADEMARK

REEL: 002298 FRAME: 0065

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