

07-03-2001



RECOR. 101766573  
U.S. PATENT & TRADEMARK OFFICE  
TRADEMARKS ONLY

6.18.01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name   
Formerly

Execution Date  
Month Day Year

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name   
DBA/AKA/TA   
Composed of   
Address (line 1)   
Address (line 2)   
Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027. Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002322 FRAME: 0509

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

- N/A -

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

415.986.1300

Name

CAROLE F. BARRETT

Address (line 1)

c/o COUDERT BROTHERS

Address (line 2)

4 EMBARCADERO CENTRAL, SUITE 3300

Address (line 3)

SAN FRANCISCO, CALIFORNIA 94010

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

# SEVEN (7)

**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).

Trade Application Number(s)

Registration Number(s)

1,911,392

**Number of Properties** Enter the total number of properties involved.

# ONE (1)

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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:

# 50-1197

Authorization to charge additional fees:

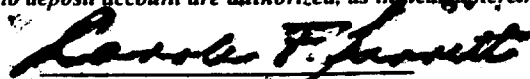
Yes  No

**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.

CAROLE F. BARRETT

Name of Person Signing



Signature

6/18/01

Date Signed

*State of Delaware**Office of the Secretary of State*

---

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:

"AWL ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "HARPERCOLLINS EDUCATIONAL PUBLISHERS INC." UNDER THE NAME OF "ADDISON-WESLEY EDUCATIONAL PUBLISHERS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 1996, AT 4:30 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

0719007 8100M

AUTHENTICATION: 7899152

960099201

DATE: 04-09-96

**TRADEMARK**  
**REEL: 002322 FRAME: 0511**

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
AWL ACQUISITION CORP.  
INTO  
HARPERCOLLINS EDUCATIONAL PUBLISHERS INC.

---

Pursuant to Section 253  
of the Delaware General  
Corporation Law

---

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), AWL Acquisition Corp., a Delaware corporation ("AWLAC"), hereby certifies the following information relating to the merger (the "Merger") of AWLAC with and into HarperCollins Educational Publishers Inc., a Delaware corporation ("HCEPI"):

FIRST: The names and states of incorporation of each of the constituent corporations to the Merger are as follows: HarperCollins Educational Publishers Inc., a Delaware corporation, and AWL Acquisition Corp., a Delaware corporation.

SECOND: AWLAC owns all outstanding shares of the Common Stock, par value \$.50 per share, of HCEPI, and HCEPI has no other class of capital stock outstanding.

THIRD: The Board of Directors of AWLAC has determined to merge AWLAC into HCEPI under Section 253 of the DGCL pursuant to the following resolutions duly adopted by the Board of Directors of AWLAC on April 4, 1996, on the terms set forth in such resolutions:

WHEREAS the Corporation owns all outstanding shares of the Common Stock, par value \$.50 per share, of HarperCollins Educational Publishers Inc., a Delaware corporation ("HCEPI"), representing all issued and outstanding capital stock of HCEPI, and desires to merge itself into HCEPI (the "Merger") with HCEPI being

the Surviving Corporation (the "Surviving Corporation");

NOW, THEREFORE, BE IT RESOLVED that the Corporation be merged into HCEPI, pursuant to and in accordance with Section 253 of the Delaware General Corporation Law and the proper officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take any and all actions that any of them deem necessary or advisable in connection therewith;

RESOLVED FURTHER that HCEPI shall be the Surviving Corporation in the Merger;

RESOLVED FURTHER that, upon the Merger becoming effective, the name of the Surviving Corporation shall be "Addison-Wesley Educational Publishers Inc."

RESOLVED FURTHER that, upon the Merger becoming effective, each issued and outstanding share of Common Stock of the Corporation shall be converted into and become ten fully paid and nonassessable shares of Common Stock, par value \$.50 per share, of the Surviving Corporation, and certificates representing such shares shall be issued to the sole stockholder of the Corporation upon surrender by such sole stockholder of the certificate or certificates that immediately prior to the Merger represented the issued and outstanding shares of Common Stock of the Corporation;

RESOLVED FURTHER that, upon the Merger becoming effective, each of the following persons shall be elected to hold the office or offices indicated opposite such person's name, each to hold such office or offices until the first meeting of the Board of Directors of the Surviving Corporation following the first annual meeting of stockholders of the Surviving Corporation and until such person's successor or successors shall have been elected and shall qualify or

as otherwise provided in the By-laws of the Surviving Corporation:

<u>Name</u>	<u>Office</u>
J. Larry Jones	President and Chairman of the Board
Ronald N. Woodward	Vice President, Treasurer and Assistant Secretary
Robert L. Dancy	Vice President and Secretary
Alice Kay	Assistant Secretary

RESOLVED FURTHER that the proper officers of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to execute and file a certificate of ownership and merger with the Secretary of State of the State of Delaware in such form as the officer or officers executing the same shall approve, the signature of such officer or officers thereon to be conclusive evidence of the approval of such form; and

RESOLVED FURTHER that any and all actions heretofore or hereafter taken by the proper officers of the Corporation relating to and within the terms of this resolution are hereby ratified and confirmed as the acts and deeds of the Corporation.

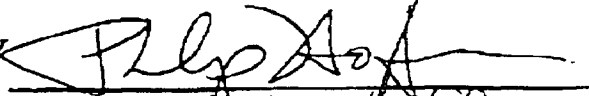
FOURTH: Pursuant to the resolutions duly adopted by the Board of Directors of AWLAC on April 4, 1996, the name of the Surviving Corporation is "Addison-Wesley Educational Publishers Inc.".

FIFTH: The Merger has been approved by the sole stockholder of AWLAC by written consent in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, AWLAC has caused this Certificate of Ownership and Merger to be executed by

its duly authorized officer on this 4th day of April, 1996,  
and affirms the statements contained therein as true under  
penalties of perjury.

AWL ACQUISITION CORP.,

by   
Name: Philip Hoffman  
Title: Vice President