

08-13-2001



Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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101809606

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Classroom Connect, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Pennsylvania
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: February 8, 2001

2. Name and address of receiving party(ies)

Name: Classroom Connect Operating Company

Internal

Address: _____

Street Address: 8000 Marina Boulevard

City: Brisbane State: CA Zip: 94005

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,386,276 2,463,379

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Catherine Bridge, Esq.

Internal Address: Latham & Watkins

633 West Fifth Street

Suite 4000

Street Address: same as above

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41).....\$ 565.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.

THACHER RINCO
Name of Person Signing

[Signature]
Signature

August 4, 2001
Date

Total number of pages including cover sheet, attachments, and document: 14

08/13/2001 TDIAZ1 00000022 2386276

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
525.00 OP

TRADEMARK
REEL: 002345 FRAME: 0434

Listing of Additional Marks

Merger of Classroom Connect, Inc. (a Pennsylvania corporation) and Classroom Connection
Operating Company (a Delaware corporation)

ASIAQUEST (U.S. Reg. No. 2,340,927)

AUSTRALIAQUEST (U.S. Serial No. 75/776,276)

CLASSROOM CONNECT (U.S. Reg. No. 1,977,886)

CLASSROOM CONNECT & DESIGN (U.S. Ser. No. 75/623,793)

CLASSROOM.COM (U.S. Serial No. 75/701,988)

CLASSROOMDOTCOM (U.S. Serial No. 75/702,119)

CLUB NET (U.S. Reg. No. 2,325,104)

CONNECTED CLASSROOM CONFERENCE (U.S. Reg. No. 2,043,693)

CONNECTED QUESTIONS (U.S. Reg. No. 2,426,230)

CONNECTED QUESTIONS (U.S. Reg. No. 2,235,148)

CONNECTED UNIVERSITY (U.S. Serial No. 75/533,202)

GALAPAGOSQUEST (U.S. Reg. No. 2,379,973)

HOT LINKS FOR ELEMENTARY SCIENCE (U.S. Serial No. 75/575,860)

LOOK IT UP! (U.S. Reg. No. 2,347,002)

MICELLANEOUS DESIGN (U.S. Serial No. 75/943,124)

READY, SET...INTERNET! (U.S. Reg. No. 2,365,815)

REAL TIME EVENTS (U.S. Reg. No. 2,273,328)

REAL TIME EVENTS (U.S. Serial No. 75/684,967)

TEACHER'S WEBPACK (U.S. Serial No. 75/533,361)

WEB ESSENTIALS (U.S. Reg. No. 2,273,329)

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:

"CLASSROOM CONNECT, INC.", A PENNSYLVANIA CORPORATION,


WITH AND INTO "CLASSROOM CONNECT OPERATING COMPANY" UNDER THE NAME OF "CLASSROOM CONNECT OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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



3128979 8100M

001070314


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0253318

02-11-00

TRADEMARK

REEL: 002345 FRAME: 0436

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CLASSROOM CONNECT, INC.
(a Pennsylvania corporation)

WITH AND INTO

CLASSROOM CONNECT OPERATING COMPANY
(a Delaware corporation)

CLASSROOM CONNECT, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Pennsylvania (the "Corporation" or "Connect"), DOES HEREBY CERTIFY:

1. That the Corporation owns all of the outstanding shares of capital stock of Classroom Connect Operating Company, a Delaware corporation ("Operating Company").
2. That the Board of Directors of the Corporation determined to merge itself into Operating Company pursuant to Section 253 of the Delaware General Corporation Law and Section 1921 of the Pennsylvania Business Corporation Law and adopted the following resolution at a meeting held on November 30, 1999:

WHEREAS, Connect owns all of the issued and outstanding shares of capital stock of Operating Company; and

WHEREAS, it is deemed to be advisable and in the best interests of Connect and Operating Company that Connect merge with and into Operating Company;

NOW, THEREFORE, BE IT RESOLVED, that Connect does hereby merge with and into Operating Company pursuant to the terms set forth in the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"); and

RESOLVED FURTHER, that the officers of Connect be, and each of them hereby is, authorized, empowered and directed, on behalf of Connect, to submit the Plan of Merger to the sole stockholder of Connect for consideration thereof; and

RESOLVED FURTHER, that, following the approval of the Plan of Merger by the sole stockholder of Connect, the officers of Connect be, and each of them hereby is, authorized, empowered and directed, on behalf of Connect, to prepare or cause to be prepared and to execute a Certificate of Ownership and Merger setting forth copies of the Plan of Merger and of these resolutions to merge Connect with and into Operating Company, and to cause the Certificate of Ownership and Merger to be filed with the Delaware Secretary of State, to prepare or cause to be prepared and to execute Articles of Merger setting forth a copy of the Plan of Merger, and to cause the Articles of Merger to be filed with the Pennsylvania Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

3. The proposed merger has been adopted, approved, certified, executed and

acknowledged by the Corporation in accordance with the provisions of the Pennsylvania

Business Corporation Law.

IN WITNESS WHEREOF, CLASSROOM CONNECT, INC. has caused this
certificate to be signed by Lawrence J. deAngelis, its Chief Financial Officer this 8th day of
February, 2000.

CLASSROOM CONNECT, INC.

A handwritten signature in cursive script, appearing to read "L. deAngelis", written over a horizontal line.

Lawrence J. deAngelis
Chief Financial Officer

EXHIBIT A

PLAN OF MERGER

OF

CLASSROOM CONNECT, INC.
(a Pennsylvania corporation)

WITH AND INTO

CLASSROOM CONNECT OPERATING COMPANY
(a Delaware corporation)

PLAN OF MERGER approved at a meeting held on November 30, 1999 by resolutions adopted by the Board of Directors of Classroom Connect, Inc., a Pennsylvania corporation ("Connect"), and by the Board of Directors of Classroom Connect Operating Company, a Delaware corporation ("Operating Company"), for the purpose of merging Connect with and into Operating Company.

1. Connect shall be merged with and into its wholly-owned subsidiary, Operating Company, pursuant to Section 1921 of the Pennsylvania Business Corporation Law and Section 253 of the Delaware General Corporation Law (the "Merger").
2. The separate existence of Connect shall cease upon the effective date of the Merger pursuant to the provisions of the Pennsylvania Business Corporation Law and Operating Company shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law.
3. From and after the effective date of the Merger, all of the estate, property, rights, privileges, powers and franchises of Connect shall become vested in and be held by Operating Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Connect, and Operating Company shall assume all of the obligations of Connect.
4. Upon the effective date of the Merger, each issued and outstanding share of common stock of Connect (the "Old Stock") shall be converted into one issued and outstanding share of common stock, \$0.01 par value, of Operating Company (the "New Common Stock"). Each holder of record of any outstanding certificate or certificates theretofore representing Old Stock may surrender the same to Operating Company and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of shares of New Common Stock into which such Old Stock has been converted as a result of the Merger.

5. The issued and outstanding shares of Operating Company shall not be converted in any manner, but each said share which is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished.

6. The present Certificate of Incorporation and bylaws of Operating Company shall not be affected by the Merger and shall continue in full force and effect until changed, altered or amended in the manner prescribed by the Delaware General Corporation Law.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

320

CLASSROOM CONNECT OPERATING COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2923918

MICROFILM NUMBER: 2000014

1167-1170

CSC
COUNTER

TRADEMARK
REEL: 002345 FRAME: 0442

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

319

CLASSROOM CONNECT, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
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ENTITY NUMBER: 0709968

MICROFILM NUMBER: 2000014

1167-1170

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COUNTER
XXXXXXXXXXXXXXXXXX

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REEL: 002345 FRAME: 0443

Microfilm Number _____

0014-1167

Filed with the Department of State on _____

FEB 11 2000

Entity Number 2923918

Kim Pizzangola
Secretary of the Commonwealth

J/K

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Classroom Connect Operating Company

2. (Check and complete one of the following):

☐ The surviving corporation is a domestic business corporation and the (a) **address** of its current registered office in this Commonwealth or (b) **name** of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☒ The surviving corporation is a qualified foreign business corporation incorporated under the laws of Delaware and the (a) **address** of its current registered office in this Commonwealth or (b) **name** of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: Corporation Service Company Dauphin
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The **name** and the **address** of the registered office in this Commonwealth or **name** of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
Classroom Connect, Inc.,	1861 Colonial Village, Lancaster, PA 17605,	Lancaster

PA. DEPT. OF STATE

TRADEMARK
REEL: 002345 FRAME: 0444

J0014-1168

4. (Check, and if appropriate complete, one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

_____ The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation

Manner of Adoption

Classroom Connect, Inc. Adopted by the directors and shareholders

pursuant to 15 Pa.C.S. Section 1924(a)

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

_____ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street

City

State

Zip

County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 8th day of February, 19 2000

CLASSROOM CONNECT, INC.

(Name of Corporation)

BY: _____

(Signature)

TITLE: Lawrence J. deAngelis, Chief Financial Officer

CLASSROOM CONNECT OPERATING COMPANY

(Name of Corporation)

BY: _____

(Signature)

TITLE: Lawrence J. deAngelis, Treasurer

EXHIBIT A**PLAN OF MERGER****OF****CLASSROOM CONNECT, INC.
(a Pennsylvania corporation)****WITH AND INTO****CLASSROOM CONNECT OPERATING COMPANY
(a Delaware corporation)**

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3. From and after the effective date of the Merger, all of the estate, property, rights, privileges, powers and franchises of Connect shall become vested in and be held by Operating Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Connect, and Operating Company shall assume all of the obligations of Connect.
4. Upon the effective date of the Merger, each issued and outstanding share of common stock of Connect (the "Old Stock") shall be converted into one issued and outstanding share of common stock, \$0.01 par value, of Operating Company (the "New Common Stock"). Each holder of record of any outstanding certificate or certificates theretofore representing Old Stock may surrender the same to Operating Company and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of shares of New Common Stock into which such Old Stock has been converted as a result of the Merger.

5. The issued and outstanding shares of Operating Company shall not be converted in any manner, but each said share which is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished.

6. The present Certificate of Incorporation and bylaws of Operating Company shall not be affected by the Merger and shall continue in full force and effect until changed, altered or amended in the manner prescribed by the Delaware General Corporation Law.