

08-14-2001

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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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.

<p>1. Name of conveying party(ies):</p> <p><u>Dr. Dobb's Journal Communications, Inc.</u></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State      <u>7-300)</u>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Miller Freeman, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>600 Harrison Street</u>  <u>San Francisco</u>  City: _____ State: <u>CA</u> Zip: <u>94107</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>U.S. Patent &amp; TMOs/TM Mail Rept Dt. #77 <u>07-30-2001</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>03/30/01</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s)  <u>1,913,303</u>      <u>1,915,366</u>  <u>1,914,708</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Scott D. Minden, Esq.</u>  <u>Howard, Rice, Nemerovski, Canady,</u>  Internal Address: <u>Falk &amp; Rabkin</u></p> <p>Street Address: <u>3 Embarcadero Center, 7th Flr</u></p> <p><u>San Francisco</u>  City: _____ State: <u>CA</u> Zip: <u>94111</u></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">3</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>90.00</u></p> <p><input checked="" type="checkbox"/> Enclosed, but if insufficient, is  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:  <u>08-2792</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<b>DO NOT USE THIS SPACE</b>	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Scott D. Minden</u>      <u></u>      <u>7/30/01</u>  Name of Person Signing      Signature      Date</p> <p>Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">5</span></p>	

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01 FC:481  
02 FC:482

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

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## State of Delaware

PAGE 1

## Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"DR. DOBBS JOURNAL COMMUNICATIONS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "MILLER FREEMAN, INC." UNDER THE NAME OF "MILLER FREEMAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1057746

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DATE: 04-02-01

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 PM 03/30/2001  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
OF SUBSIDIARY INTO PARENT**

**Certificate of Ownership and Merger  
Merger  
DR. DOBBS JOURNAL COMMUNICATIONS, INC.  
into  
MILLER FREEMAN, INC.**

(pursuant to Section 253 of the General Corporation Law of Delaware)

Miller Freeman, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of Dr. Dobbs Journal Communications, Inc., a California corporation.

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors (the "Board"), duly adopted on the 30th day of March, 2001, determined to merge Dr. Dobbs Journal Communications, Inc. into itself on the conditions set forth in such resolutions:

WHEREAS, the Corporation is the sole stockholder of Dr. Dobbs Journal Communications, Inc., a California corporation, (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") has reviewed and discussed the proposed terms of the Plan and Agreement of Merger (the "Merger Agreement") by and among the Corporation and the Subsidiary, a copy of which is attached hereto as Exhibit A, whereby the Subsidiary will be merged with and into the Corporation (the "Merger") and the shares of the Subsidiary shall be automatically canceled, and certain other agreements to be entered into in connection with the Merger Agreement (collectively, such agreements are referred to as the "Ancillary Agreements"); and

WHEREAS, the Board has reviewed and discussed the information provided by management and its legal and accounting advisors, and considered the recommendations of management and the advice of such advisors concerning the Merger Agreement, the Ancillary Agreements and the transactions contemplated thereby, including, without limitation, the Merger; and

WHEREAS, the Board has considered such other information as it considered relevant, including the advantages and disadvantages of the Merger; and

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WHEREAS, the Merger Agreement is intended to qualify as an agreement and plan of liquidation under section 332 of the United States Internal Revenue Code of 1986, as amended, with respect to the Subsidiary.

NOW, THEREFORE, be it

RESOLVED, that terms of the Merger Agreement and the Ancillary Agreements and the transactions contemplated thereby be, and they hereby are, approved, and that the Chief Executive Officer, the President, the Vice President or the Chief Financial Officer of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation to negotiate, execute and deliver each of the Merger Agreement and the Ancillary Agreements, with such changes, amendments and additions thereto as the officer executing the same shall approve, such approval to be conclusively evidenced by such execution and delivery of the Merger Agreement and the Ancillary Agreements; and it is further

RESOLVED, that the Merger shall become effective at 9:00 p.m., Eastern Standard Time, on March 30, 2001; and it is further

RESOLVED, that upon consummation of the Merger, all shares of the Subsidiary shall be automatically canceled; and it is further

RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute all such other instruments and to take all such further action as they may deem necessary or desirable to effectuate the intent and purposes of the foregoing resolutions, including but not limited to, obtaining consents, waivers, authorizations, licenses or other permissions from any person or entity, whether or not mentioned herein; and it is further

RESOLVED, that any actions which have heretofore been taken by any of the officers of the Corporation to carry out the foregoing resolutions are hereby ratified, confirmed and approved effective; and it is further

RESOLVED, that the Chairman of the Board, the President or a Vice President and the Secretary be, and each of them hereby is authorized and empowered, to certify to the adoption and deliver true copies of the foregoing resolutions; and it is

FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument.

[signature page to follow]

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IN WITNESS WHEREOF, said Miller Freeman, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Richard M. Block its authorized officer, this 30th day of March, 2001.

MILLER FREEMAN, INC.



By: Richard M. Block  
Title: Executive Vice President