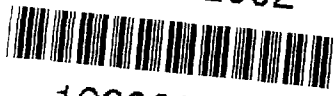


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TRADEMARKS ONLY

TRADEMARKS ONLY

To the Honorable
Please

Applications and Trademarks:
or copy thereof.

1. Name of Party(ies) conveying an interest:

BELL & HOWELL COMPANY
3400 West Pratt Avenue
Lincolnwood, Illinois 60712

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation of Delaware
 Other

Additional name(s) of conveying party(ies) attached:
 yes no



MSD
2/14/02

2. Name of Party(ies) receiving an interest:

Name: ProQuest Company
 Street Address: 300 North Zeeb Road
 City: Ann Arbor
 State/Zip Code: Michigan 48103

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation of Delaware
 Other

Citizenship _____

3. Description of the interest conveyed:

Assignment Change of Name Other: Merger and change-of-name

Security Agreement Merger

Effective date of attached document June 5, 2001

If not domiciled in the United States, a domestic representative designation is attached:
 yes no

(The attached document must not be an assignment)
 Additional name(s) and addresses attached:
 yes no

4. Application number(s) or registration number(s). Additional sheet attached? yes no

A. Trademark Application No.(s)
76/002,745

B. Trademark Registration No.(s)

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

Name: Joanne Ludovici-Lint, Esq.
 FIRM: McDermott, Will & Emery
 Address: 600 13th Street, N.W.
 City/State/Zip: Washington, D.C. 20005-3096

6. Number of applications and registrations involved: 1

7. The \$_____ filing fee is enclosed.

8. Please charge the \$40.00 filing fee to Deposit Account No. 500417. (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 500417.

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10. 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.

Joanne Ludovici-Lint, Esq. Signature February 14, 2002 Date

Name of Person Signing Signature Date

Total number of pages comprising coversheet: 1

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"PROQUEST COMPANY", A DELAWARE CORPORATION,
 WITH AND INTO "BELL & HOWELL COMPANY" UNDER THE NAME OF
 "PROQUEST COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER
 THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
 OFFICE THE FOURTH DAY OF JUNE, A.D. 2001, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
 THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTH DAY OF JUNE,
 A.D. 2001, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1170711

DATE: 06-05-01

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 DIVISION OF CORPORATIONS
 FILED 09:30 AM 06/04/2001
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**CERTIFICATE OF OWNERSHIP AND MERGER
 OF
 PROQUEST COMPANY
 (a Delaware corporation)
 INTO
 BELL & HOWELL COMPANY
 (a Delaware corporation)**

* * * *

BELL & HOWELL COMPANY a corporation organized and existing under the Delaware General Corporation Law, **DOES HEREBY CERTIFY THAT:**

1. ProQuest Company is a business corporation incorporated on May 10, 2001 under the laws of the State of Delaware ("ProQuest").

2. Bell & Howell Company is a business corporation incorporated on December 10, 1987 under the laws of the State of Delaware ("Bell & Howell").

3. Bell & Howell is the owner of all of the outstanding shares of stock of ProQuest and ProQuest hereby merges itself with and into Bell & Howell (the "Merger") which shall be the surviving corporation (the "Surviving Corporation").

4. The name of the name of the Surviving Corporation shall be changed to "ProQuest Company" a Delaware corporation

5. Article First of the Amended and Restated Certificate of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"FIRST: The name of the corporation is ProQuest Company."

6. The Board of Directors of the Bell & Howell by unanimous written consent dated May 16, 2001, approved and adopted the following resolutions for the merger of ProQuest into Bell & Howell:

RESOLVED, that the merger of ProQuest with and into Bell & Howell pursuant to the terms set forth in the Agreement of Merger substantially in the form distributed to the Board of Directors is hereby authorized and approved; and

FURTHER RESOLVED, that the surviving corporation to the merger shall have the corporate name "ProQuest Company;"

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FURTHER RESOLVED, that the officers of Bell & Howell are authorized and directed to take any and all actions and execute and deliver any and all documents, including a Certificate of Ownership and Merger, necessary or desirable to effect the Merger.

7. This Certificate of Ownership and Merger shall be effective at 11:59 p.m. on June 5, 2001.

8. The Surviving Corporation shall begin trading on the New York Stock Exchange under the name ProQuest Company on June 6, 2001.

Remaining page intentionally left blank.

IN WITNESS WHEREOF, Bell & Howell Company has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 4th day of June, 2001.

BELL & HOWELL COMPANY

By 
Name: Todd Buchardt
Title: Secretary