

07-02-2002

Patent & Trademark Office



To the Honorable Commissioner of Pa

d original documents or copy thereof.

102142390

1. Name of conveying party(ies):

2. Name and address of receiving party(ies):

Macmillan/McGraw-Hill School Publishing Company

McGraw-Hill, Inc.
1221 Avenue of the Americas
New York, New York 10020

- Individual(s)
- General Partnership State of New York
- Corporation-State of
- Association
- Limited Partnership
- Other

- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New York
- Other

FINANCE SECTION

06/26/02

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Merger and operation of law

If assignee is not domiciled in the United States, a domestic representative designated is attached Yes No

See attachment A
Execution Date: 12/31/93

(Designations must be a separate document Assignment)
Additional name(s) & Address(es) attached Yes No

4. Application or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

557,288

Additional numbers attached? Yes 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 1401
Orlando, Florida 32801

6. Total number of applications and registrations involved:.....(1)

7. Total fee (37CFR 3.41)..... \$40.00
 Enclosed (receipt for payment)
 Charge any amounts due or credit any Overpayment to deposit account no. 01-0484

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

07/02/2002 6TOM11 00000007 557288

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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

June 25, 2002

Signature

Date

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

ATTACHMENT A
MERGER AND OPERATION OF LAW

Macmillan/McGraw-Hill School Publishing Company ("MMH") was created as a New York general partnership on June 23, 1989. Fifty percent of the partnership interest in MMH was owned by McGraw-Hill School Publishing, Inc. (the "McGraw-Hill Subsidiary"), a Delaware corporation and a wholly owned subsidiary of McGraw-Hill, Inc. The other 50 percent interest was owned by Macmillan School Publishing, Inc. (the "Macmillan Subsidiary"), a Delaware corporation and a wholly owned indirect subsidiary of Macmillan, Inc.

On October 4, 1993, McGraw-Hill, Inc. purchased the partnership interest in MMH owned by the Macmillan Subsidiary. Accordingly, McGraw-Hill, Inc. and the McGraw-Hill Subsidiary then became the owners of all of the partnership interest in MMH.

Effective as of December 31, 1993, the McGraw-Hill Subsidiary was merged into McGraw-Hill, Inc. As a consequence of this merger, the partnership ceased to exist and MMH became a division of McGraw-Hill, Inc.

TRADEMARK

REEL 1120 FRAME 291

REEL 1 1 82 FRAME 3 98

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State of New York }
Department of State } ^{ss:}

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

FEB 22 1994

TRADEMARK

REEL 1 1 20 FRAME 2 97



Secretary of State

1981229000250

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PH

PH

Certificate of Merger

of

McGraw-Hill School Publishing, Inc.

into

McGraw-Hill, Inc.

TRADEMARK

REEL 182 FRAME 399

(Under Section 905 of the Business Corporation Law)

It is hereby certified by the corporation named herein as the surviving corporation as follows:

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REEL 120 FRAME 298

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of Delaware on May 12, 1989, is McGraw-Hill School Publishing, Inc. The Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on October 31, 1989.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on December 29, 1925, is McGraw-Hill, Inc. The name under which said corporation was formed is McGraw-Hill Publishing Company, Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

TRADEMARK

REEL: 002535 FRAME: 0625

DESIGNATION

NUMBER

Common Stock

1000

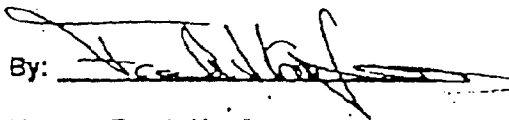
SIXTH: The merger of the subsidiary corporation into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

SEVENTH: The effective date of the merger herein certified shall be on December 31, 1993.

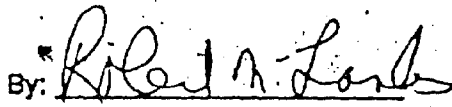
IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: December 2, 1993

McGRAW-HILL, INC.

By: 

Name: Frank Kaufman
Title: Vice President

By: 

Name: Robert N. Landes
Title: Secretary

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REEL 1182 FRAME 401

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Dec 28 10 08 PM '93

Certificate of Merger

of

McGraw-Hill School Publishing, Inc.

M H

into

McGraw-Hill, Inc.

M H

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

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Dec 29 9 14 AM '93

REEL 1120 FRAME 300

RECORDED
PATENT & TRADEMARK OFFICE

MAR 15 94

STATE OF NEW YORK
DEPARTMENT OF STATE

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PATENT & TRADEMARK OFFICE

JUL 14 94

Prepared By:
Jeffrey L. Mitnick, Esq.
McGraw-Hill, Inc.
1221 Avenue of the Americas
New York, New York 10020

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