

11-07-2002

Form PTO-1594

(Rev. 03/01)

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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.

1. Name of conveying party(ies):

Encyclopaedia Britannica Educational Corporation

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - New York
☐ 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: 9/30/99

2. Name and address of receiving party(ies)

Encyclopaedia Britannica, Inc.
310 South Michigan Avenue
Chicago, IL 60606

- ☐ 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)

2,009,347Additional number(s) attached ☐ Yes ☒ No

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

Name: **Douglas N. Masters**
 Internal Address: **Pattishall, McAuliffe, Newbury,
Hilliard & Geraldson**

 Street Address: **311 South Wacker Drive
Suite 5000**
City: **Chicago** State: **IL** Zip: **60606**

6. Total number of applications and registrations involved:.....

17. Total fee (37 CFR 3.41).....\$ **40.00**☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

16-0650

DO NOT USE THIS SPACE

9. Signature.

Anne C. Snyder

Name of Person Signing

Signature

October 4, 2002

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

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TRADEMARK
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State of Delaware
Office of the Secretary of State PAGE 1

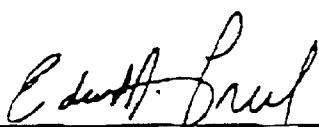
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENCYCLOPAEDIA BRITANNICA EDUCATIONAL CORPORATION", A NEW YORK CORPORATION,

WITH AND INTO "ENCYCLOPAEDIA BRITANNICA, INC." UNDER THE NAME OF "ENCYCLOPAEDIA BRITANNICA, 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 SEPTEMBER, A.D. 1999, AT 4:59 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0005367

DATE: 10-01-99

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:59 PM 09/30/1999
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CERTIFICATE OF MERGER

MERGING

ENCYCLOPAEDIA BRITANNICA EDUCATIONAL CORPORATION,
a New York corporation

INTO

ENCYCLOPAEDIA BRITANNICA, INC.,
a Delaware corporation

Pursuant to Section 252 of the General Corporation Law of Delaware,
ENCYCLOPAEDIA BRITANNICA, INC., a corporation organized and existing under the laws
of the State of Delaware, **DOES HEREBY CERTIFY THAT:**

FIRST: The name and state of incorporation of each of the constituent
corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
ENCYCLOPAEDIA BRITANNICA, INC.	Delaware
ENCYCLOPAEDIA BRITANNICA EDUCATIONAL CORPORATION	New York

SECOND: The Agreement and Plan of Merger dated September 30, 1999,
between Encyclopaedia Britannica, Inc., a Delaware corporation and Encyclopaedia Britannica
Educational Corporation, a New York corporation ("Merger Agreement"), has been approved,
adopted, certified, executed and acknowledged by each of the constituent corporations in
accordance with Section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation in the merger is
ENCYCLOPAEDIA BRITANNICA, INC.

FOURTH: The certificate of incorporation of Encyclopaedia Britannica, Inc. shall
be the certificate of incorporation of the Encyclopaedia Britannica, Inc.

FIFTH: The executed Merger Agreement is on file at the principal place of
business of Encyclopaedia Britannica, Inc., the surviving corporation. The address of the
principal place of business of Encyclopaedia Britannica, Inc. is 310 South Michigan Avenue,
Chicago, Illinois 60604-4293.

SIXTH: A copy of the Merger Agreement will be furnished by Encyclopaedia
Britannica, Inc., on request and without cost, to any stockholder of any constituent corporation.

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SEVENTH: The merger was adopted by the Board of Directors of each corporation and by the written consent of the shareholders in accordance with the General Corporation Law of Delaware.

EIGHTH: The authorized capital stock of Encyclopaedia Britannica Educational Corporation, a New York corporation, is 65,000 shares of Common Stock, per value \$.02 per share, 100,000 shares of Prior Preferred Stock, par value \$1.00 per share, 10,000 shares of First Preferred Stock, par value \$1.00 per share, 15,000 shares of Class A Stock, par value \$1.00 per share, and 15,000 shares of Second Preferred Stock, par value \$1.00 per share.

IN WITNESS WHEREOF, this Certificate has been signed on the 30th day of September, 1999.

Encyclopaedia Britannica, Inc., a Delaware corporation

/s/William J. Rowe

By: William J. Rowe
Its: Executive Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 30th day of September, 1999 (this "Agreement"), between Encyclopaedia Britannica Educational Corporation, a New York corporation ("EBEC"), and Encyclopaedia Britannica, Inc., ("EB") a Delaware corporation.

RECITALS:

A. The respective Boards of Directors of EBEC and EB have authorized the merger of EBEC with and into Encyclopaedia Britannica, Inc. (the "Merger").

B. The shareholders of EBEC and EB have approved the Merger.

NOW THEREFORE, the parties agree as follows:

1. The Merger. In accordance with the terms of this Agreement and the applicable provisions of the New York Business Corporation Law (the "NYBCL") and the General Corporation Law of Delaware (the "GCLD"), at the Effective Time (as defined below) EBEC will be merged with and into EB. Following the Effective Time, the separate existence of EBEC will cease and EB will be the surviving corporation (the "Surviving Corporation"). The Merger will have the effects set forth in the NYBCL and the GCLD. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time the corporate existence of Encyclopaedia Britannica, Inc. with all its rights, privileges, powers and franchises, will continue unaffected and unimpaired by the Merger.

Following the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of EBEC will be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of EB and EBEC will be as effectively the property of the Surviving Corporation as they were of EB and EBEC, respectively.

2. Effective Time. The Merger will become effective upon the filing of a certificate of merger in such form as required by, and executed in accordance with the relevant provisions of, the NYBCL and the GCLD, together with any required related documents, or at such other time as may be specified in the certificate of merger (the "Effective Time").

3. Effect on Common Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of any party hereto or holder of any shares of common stock of EB or EBEC:

(a) Effect on Encyclopaedia Britannica, Inc. Common Stock. Each of the 100 shares of EB, representing all of the issued and outstanding shares of common stock of EB, will continue to be issued and outstanding as validly issued, fully paid and non-assessable shares of common stock of the Surviving Corporation.

(b) Effect on EBEC Common Stock. Each of the 29,814 shares of common stock of EBEC representing all of the issued and outstanding shares of common

stock and preferred stock of EBEC, will be converted into one share of common stock of the Surviving Corporation, which shares, together with the shares of common stock of the Surviving Corporation described in Section 3(a) above, will constitute all of the issued and outstanding capital stock of the Surviving Corporation.

(c) Issuance of New Shares. After the Effective Time, the sole shareholder of outstanding shares of common stock of EBEC shall surrender the certificates representing such shares to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive a certificate representing the number of shares of common stock of the Surviving Corporation as provided herein. Until so surrendered, the certificates representing shares of common stock of EBEC may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of common stock of the Surviving Corporation as though said surrender and exchange had taken place.

4. Certificate of Incorporation of the Surviving Corporation. The certificate of incorporation of EB in effect immediately prior to the Effective Time will be the certificate of incorporation of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

5. Bylaws of the Surviving Corporation. The bylaws of EB in effect immediately prior to the Effective Time will be the bylaws of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

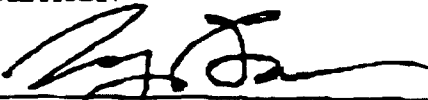
6. Directors and Officers of the Surviving Corporation. The directors and officers of EB immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation until the earlier death, resignation or removal of any such person or until their respective successors are duly elected or appointed and qualified.

7. Termination of this Agreement. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of either party hereto at any time prior to the date of filing the certificate of merger with the Secretary of State of the State of New York and the Secretary of State of the State of Delaware, and this Agreement may be amended by the Board of Directors of either party hereto at any time prior to the date of filing the certificate of merger with the Secretary of State of the State of New York and the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of EBEC may not (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such party, (b) alter or change any term of the certificate of incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms or conditions of this Agreement if such alteration or change would adversely affect the holders of any class of stock or series thereof of such party.


8. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware without regard to the principles of conflicts thereof.

This Agreement has been signed on the 30th day of September, 1999.

ENCYCLOPAEDIA BRITANNICA EDUCATIONAL
CORPORATION

By: 
Its: William L. Rowe, Executive Vice President

ENCYCLOPAEDIA BRITANNICA, INC.

By: 
Its: William L. Rowe, Executive Vice President