

02-04-2003

FORM PTO-1594
1-31-92

RECO

U.S. DEPT. OF COMMERCE
PATENT AND TRADEMARK OFFICE

To the Honorable Commissioner of Patents a.

102355180

al documents or copy thereof.

1. Name of conveying party(ies):

1-17-03

CLASSROOM CONNECT OPERATING COMPANY

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - **Delaware**
☐ 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: **DECEMBER 31, 2002**

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

Name: **CLASSROOM CONNECT, INC.**

Internal Address:

Street Address: **800 Marina Blvd., Fourth Floor**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) and address(es) attached? ☐ Yes ☒ No

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE BAdditional numbers attached? ☒ Yes ☐ No

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

Name: **Renee Simonton**Internal Address: **Reed Elsevier Intellectual Property****Management Services, Inc.**Street Address: **1105 N. Market Street, Suite 912**City: **Wilmington** State: **DE** Zip: **19801**6. Total number of applications and registrations involved: **27**7. Total fee (37 CFR 3.41)..... \$ **690.00**

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

502034 (Harcourt Inc.)

(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.

Renee Simonton

Name of Person Signing

Signature

1/3/02

Date

Total number of pages comprising cover sheet: **4**

OMB No. 0651-0011 (exp. 4/94)

02/03/2003 DBYRNE 00000117 502034 76467215

01 FC:8521 40.00 CH
02 FC:8522 650.00 CHTRADEMARK
REEL: 002663 FRAME: 0269

EXHIBIT A

U.S. Trademark Applications:

CONNECTED CLASSROOM CONFERENCE

SERIAL NO.: 76/467,215

CLASSROOMDOTCOM

SERIAL NO.: 75/702,119

CLASSROOM.COM

SERIAL NO.: 75/701,988

U.S. Trademark Registrations:

AMERICAQUEST

REG. NO.: 2,463,379

AUSTRALIAQUEST

REG. NO.: 2,500,839

CONNECTED QUESTIONS

REG. NO.: 2,426,230

ASIAQUEST

REG. NO.: 2,340,927

CLASSROOM TODAY

REG. NO.: 2,513,141

REALTIME EVENTS

REG. NO.: 2,657,568

LOOK IT UP!

REG. NO.: 2,347,002

CLASSROOM CONNECT and Design

REG. NO.: 2,480,446

CYBERTRIPS

REG. NO.: 2,337,753

READY, SET... INTERNET!

REG. NO.: 2,365,815

HOTLINKS FOR ELEMENTARY SCIENCE

REG. NO.: 2,489,511

MAYAQUEST

SERIAL NO.: 75/533,362

TEACHER'S WEBPACK

REG. NO.: 2,497,437

CONNECTED UNIVERSITY

REG. NO.: 2,485,613

EXHIBIT B

GALAPAGOSQUEST

REG. NO.: 2,379,973

AFRICAQUEST

REG. NO.: 2,386,276

WEB ESSENTIALS

REG. NO.: 2,273,329

REALTIME EVENTS

REG. NO.: 2,273,328

CONNECTED QUESTIONS

REG. NO.: 2,235,148

CLUB NET

REG. NO.: 2,325,104

CYBERSTORIES

REG. NO.: 2,239,899

CONNECTED CLASSROOM CONFERENCE and Design

REG. NO.: 2,043,693

CLASSROOM CONNECT

REG. NO.: 1,977,886

CLASSROOM CONNECTIONS INC. <Stylized Letters>

REG. NO.: 1,894,441

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

Merging
CLASSROOM CONNECT OPERATING COMPANY
Into
CLASSROOM CONNECT, INC.

(Pursuant to section 253 of the General Corporation Law of Delaware)

CLASSROOM CONNECT, INC., a corporation incorporated in the State of Delaware on January 9, 1997, (hereinafter the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY that (a) the Corporation owns 100% of the capital stock of CLASSROOM CONNECT OPERATING COMPANY, a corporation incorporated in the State of Delaware on December 31, 1999 pursuant to the provisions of the General Corporation Law of the State of Delaware, (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 2nd day of December, 2002 the Corporation did determine to merge CLASSROOM CONNECT OPERATING COMPANY into itself, and (c) the following is a full and complete copy of said resolutions which have not been modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of CLASSROOM CONNECT OPERATING COMPANY, a corporation organized and existing under the laws of Delaware (hereinafter referred to as the "Merging Corporation"); and

WHEREAS, this Corporation desires to merge into itself the Merging Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said Merging Corporation effective as of December 31, 2002;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself the Merging Corporation and assume all liabilities and obligations of the Merging Corporation effective as of December 31, 2002; and further

RESOLVED, that an authorized officer of this Corporation be and each of them is authorized, empowered and directed to make and execute a certificate of ownership setting forth: (a) a copy of these resolutions authorizing the merger of the Merging Corporation into the Corporation and the assumption by the Corporation of all liabilities and obligations of the Merging Corporation, and (b) the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in the State of Delaware; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is authorized, empowered and directed to take all such further action, to execute and deliver all such instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to make all such filings, as in the judgment of any such officer shall be necessary, proper or advisable from time to time in order to carry out the intent and to accomplish the purposes of the foregoing resolutions.

RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A thus forming a part of these resolutions (herein the "Plan") be, and it hereby is, approved and adopted.

RESOLVED, that the Board of Directors hereby recommends and submits the foregoing resolutions and Plan to the sole shareholder of the Corporation for its approval.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by an authorized officer of the Corporation, this 2nd day of December, 2002.

CLASSROOM CONNECT, INC.

By: s/Henry Horbaczewski
Henry Horbaczewski, Vice President

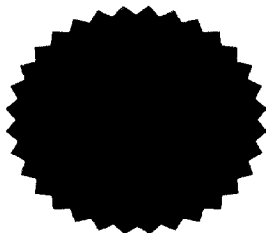
The First State

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:

"CLASSROOM CONNECT OPERATING COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "CLASSROOM CONNECT, INC." UNDER THE NAME OF "CLASSROOM CONNECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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020765113

AUTHENTICATION: 2142842

DATE: 12-12-02

RECORDED: 01/17/2003

TRADEMARK
REEL: 002663 FRAME: 0275