

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	MERGER
------------------------------	--------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Chronicle of Higher Education, Inc.		10/25/1993	CORPORATION: MARYLAND
New Chronicle, Inc.		10/25/1993	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	The Chronicle of Higher Education, Inc.
Street Address:	1255 23rd Street
City:	Washington
State/Country:	DISTRICT OF COLUMBIA
Postal Code:	20037
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	2166725	INK PLUS INTERNET
Registration Number:	1154866	THE CHRONICLE OF HIGHER EDUCATION
Registration Number:	2166724	INKPLUSINTERNET
Registration Number:	1925804	ACADEME THIS WEEK
Registration Number:	1539290	THE CHRONICLE OF PHILANTHROPY
Registration Number:	2049752	ACADEME TODAY

CORRESPONDENCE DATA	
Fax Number:	(202)223-2085
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	202-861-3900
Email:	dctrademarks@piperrudnick.com
Correspondent Name:	Ann K. Ford
Address Line 1:	1200 Nineteenth St., N.W.
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036

OP \$165.00 2166725

ATTORNEY DOCKET NUMBER:

220064-1

NAME OF SUBMITTER:

Thomas E. Zutic

Total Attachments: 8

source=Image001#page1.tif

source=Image002#page1.tif

source=Image003#page1.tif

source=Image004#page1.tif

source=Image005#page1.tif

source=Image006#page1.tif

source=Image007#page1.tif

source=Image008#page1.tif

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF AGREEMENT OF MERGER OF "THE CHRONICLE OF HIGHER EDUCATION, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, MERGING WITH AND INTO "NEW CHRONICLE, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "THE CHRONICLE OF HIGHER EDUCATION, INC." AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1993, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS ON THE SECOND DAY OF NOVEMBER, A.D. 1993 FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: 4127621

DATE: 11/02/1993

933005292

TRADEMARK

REEL: 002827 FRAME: 0569

AGREEMENT AND ARTICLES OF MERGER

BETWEEN

THE CHRONICLE OF HIGHER EDUCATION, INC.
(a Maryland Corporation)

AND

NEW CHRONICLE, INC.
(a Delaware Corporation)

THE CHRONICLE OF HIGHER EDUCATION, INC., a corporation duly organized and existing under the laws of the State of Maryland ("the Chronicle") and NEW CHRONICLE, INC., a corporation duly organized and existing under the laws of the State of Delaware ("New Chronicle"), do hereby certify that:

FIRST: The Chronicle and New Chronicle agree to merge.

SECOND: The name and place of incorporation of each party to this Agreement and Articles of Merger are THE CHRONICLE OF HIGHER EDUCATION, INC., a Maryland corporation, and NEW CHRONICLE, INC., a Delaware corporation. New Chronicle shall be the surviving and successor corporation in the merger and shall change its name to The Chronicle of Higher Education, Inc. as a corporation of the State of Delaware.

THIRD: The date of incorporation of New Chronicle was October 13, 1993. New Chronicle is incorporated under the Delaware General Corporation Law. New Chronicle is not registered or qualified to do business in Maryland.

FOURTH: The Chronicle has its principal office in Maryland in Baltimore City. New Chronicle does not have any principal office in Maryland, and has no registered agent in Maryland. Neither the Chronicle nor New Chronicle owns any interest in land in Maryland.

FIFTH: The terms and conditions of the merger set forth in this Agreement and Articles of Merger were advised, authorized, and approved by each corporation party to the Agreement and Articles of Merger in the manner and by the vote required by its charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of the Chronicle, by written consent dated October 15, 1993 signed by each director and filed with the minutes of proceedings of the Board of Directors, adopted a resolution which approved the Agreement and Articles of Merger,

declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution and directed that the proposed merger be submitted for consideration by the stockholders of the Chronicle by unanimous written consent. The Board of Directors of New Chronicle by written consent dated October 15, 1993 signed by the sole director and filed with the minutes of proceedings of the Board of Directors, adopted a resolution which approved the Agreement and Articles of Merger, declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution and directed that the proposed merger be submitted for consideration by the stockholder of New Chronicle.

(b) The proposed merger was approved by the stockholders of the Chronicle by unanimous written consent dated October 25, 1993. The proposed merger was approved by the sole stockholder of New Chronicle by written consent dated October 25, 1993.

SIXTH: The total number of shares of stock of all classes which the Chronicle has authority to issue is 1,000,000 shares, all of which shares are Common Stock (par value \$0.01 per share). The total number of shares of stock of all classes which New Chronicle has authority to issue is 220,000 shares, all of which are Common Stock (par value \$.01 per share). The aggregate par value of all the shares of stock of all classes of New Chronicle is \$220,000.

SEVENTH: Upon the merger becoming effective, ARTICLE SECOND of the Certificate of Incorporation of the successor, New Chronicle, is amended to read as follows:

"SECOND: The name of the corporation (which is hereafter called the "Corporation" is:

The Chronicle of Higher Education, Inc."

EIGHTH: The terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, or other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of Common Stock of New Chronicle prior to the effective date shall be cancelled in the merger.

(b) Each issued and outstanding share of Common Stock of the Chronicle on the effective date of the merger, shall upon effectiveness and without further act, be automatically converted into and become one share of Common Stock of New Chronicle.

NINTH: The merger shall become effective at 5:00 p.m. on October 27, 1993.

IN WITNESS WHEREOF, THE CHRONICLE OF HIGHER EDUCATION, INC. and NEW CHRONICLE, INC. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on October 25, 1993.

WITNESS:

THE CHRONICLE OF HIGHER
EDUCATION, INC.
(a Maryland corporation)

Robinette D. Ross
Secretary

By Carlin G. Swartz
President

WITNESS:

NEW CHRONICLE, INC.
(a Delaware corporation)

Robinette D. Ross
Secretary

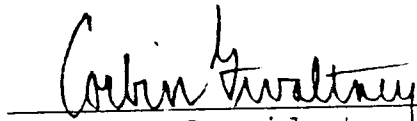
By Carlin G. Swartz
President

THE UNDERSIGNED, President of THE CHRONICLE OF HIGHER EDUCATION, INC., a Maryland corporation, who executed on behalf of the Corporation the foregoing Agreement and Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Agreement and Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



President

THE UNDERSIGNED, President of NEW CHRONICLE, INC., a Delaware corporation, who executed on behalf of the Corporation the foregoing Agreement and Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Agreement and Articles of Merger to be the corporate act and deed of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



President

THE UNDERSIGNED, Secretary of NEW CHRONICLE, INC., a Delaware corporation, hereby certifies that, pursuant to the requirements of Section 252(c) of the Delaware General Corporation Law, a majority of the outstanding stock of New Chronicle entitled to vote voted for the adoption of the Agreement and Articles of Merger.



Secretary

NEW CHRONICLE, INC.

Consent of Director

THE UNDERSIGNED, being the sole director of New Chronicle, Inc., a Delaware corporation (the "Corporation"), hereby waives the calling or holding of a meeting of director, consents to the following action, and directs that this Consent be filed with the minutes of proceedings of the Corporation.

Prior to execution of this Consent, the director has reviewed the following documents, copies of which are attached to this Consent:

Certificate of Incorporation of the Corporation
the "Articles of Incorporation")

By-laws of the Corporation (the "By-Laws")

Subscription Agreement for one share of Common
Stock (the "Subscription Agreement")

Agreement and Articles of Merger between The
Chronicle of Higher Education, Inc., a
Maryland corporation (the "Agreement and
Articles of Merger") and the Corporation

Certificate of Incorporation

RESOLVED, that a copy of the Certificate of Incorporation certified by the Secretary of State of Delaware as received and accepted for record be inserted in the minute book of the Corporation by the Secretary of the Corporation.

By-Laws

RESOLVED, that the By-Laws are adopted as the by-laws of the Corporation.

Election of Officers

RESOLVED, that each of the following persons is elected to the office or offices set forth after such person's name, to hold office until the first meeting of the Board of Directors held after the first annual meeting of the Corporation's stockholders and until such person's successor is elected (unless such person resigns, dies or is removed from office prior thereto) and qualifies:

<u>Name</u>	<u>Office(s)</u>
Corbin Gwaltney	President and Chief Executive Officer
Robinette D. Ross	Vice-President and Secretary
Edward R. Weidlein	Vice-President
Malcolm Scully	Vice-President
Philip W. Semas	Vice-President
Thomas M. Beauchamp	Treasurer
Lisa Birchard	Assistant Treasurer
William D. Criger	Assistant Treasurer
Joyce Giusto	Assistant Secretary

Corporate Seal

RESOLVED, that a corporate seal to be circular in form and bearing the name of the Corporation and the year and jurisdiction of its incorporation is adopted as the corporate seal of the Corporation; and the Secretary of the Corporation is directed to obtain as soon as practicable one or more corporate seals in such form and to affix an impression thereof in the margin next to this resolution.

Bank Accounts

RESOLVED, that each of the President, any Vice President or the Treasurer of the Corporation is authorized to establish such banking and depository arrangements for the Corporation as may be deemed necessary or desirable and in connection therewith to execute such agreements or to delegate to others the power to execute such agreements as may be necessary or desirable.

RESOLVED, that if any bank or other depository requests or requires a particular form of authorizing resolution or resolutions in order to establish a banking or depository arrangement for the Corporation, said resolution or resolutions shall be deemed to have been adopted at this meeting; and upon the insertion thereof by the Secretary of the Corporation in the minute book of the Corporation, the Secretary may certify such resolution or resolutions as having been adopted by the Board at this meeting.

Stock Issuance

RESOLVED, that the Corporation accepts the offer of Corbin Gwaltney to purchase one (1) share of the Corporation's authorized Common Stock, par value \$.01 per share, at a price of \$1.00 cash per share.

RESOLVED, that each share of Common Stock of the Corporation issued in accordance with the immediately preceding resolution shall be deemed duly authorized, validly issued, fully paid and nonassessable.

Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall be the twelve months ended the last Wednesday in October of each year.

Merger; Reincorporation
Tax Characteristics

WHEREAS, the Corporation was incorporated for the purpose of entering into a merger with The Chronicle of Higher Education, Inc., a Maryland corporation, in order to change the place of organization of that Maryland corporation to Delaware, through a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

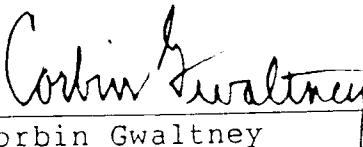
RESOLVED, that the Agreement and Articles of Merger be, and they are hereby, approved and recommended to the sole stockholder of this Corporation.

FURTHER RESOLVED, that, in connection with the reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, this Corporation shall succeed to the tax attributes of The Chronicle of Higher Education, Inc., a Maryland corporation, including its S Corporation status, in all respects.

Foreign Qualification

RESOLVED, that this Corporation be qualified to do business as a foreign corporation in the District of Columbia and in such states, if any, in the United States where, in the opinion of the officers of the Corporation, such qualification may be necessary; and the proper officers of the Corporation be, and they hereby are, authorized to take all such action as may be necessary or appropriate to effect such foreign qualification.

Date: October 15, 1993



Corbin Gwaltney

-3-