

10/25/2007  
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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

(Rev. 04/06)  
USPTO Form 001-001 (Rev. 04/06)  
WSGL (rev. 10/01)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

RDMA-T007XX

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

Copp Clark Limited

- Individual(s)
- General Partnership
- Corporation-Canada
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: PEARSON CANADA INC.

Address: 26 PRINCE ANDREW PLACE  
TORONTO, ONTARIO M5G 2T8  
CANADA

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Canada
- 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

**COPY**

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other

Execution Date: January 1, 2006

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,643,560 dated October 29, 2002

Additional numbers attached?  Yes  No

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

Weingarten, Schugin, Gagnebin & Lebovici LLP  
Ten Post Office Square  
Boston, Massachusetts 02109

6. Total number of applications and registrations involved: [ 1 ]

7. Total fee (37 CFR 3.41).....\$40.00

- Enclosed
- Authorized to be charged to Deposit Account No. 23-0804

8. Deposit account number:

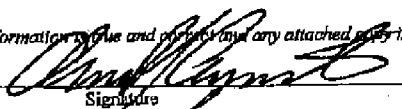
(Attach duplicate copy of this page if paying by deposit account)

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.

Charles L. Gagnebin III  
Name of Person Signing

  
Signature

10-23-7  
Date

CLG/dkl/v358644.1

Total number of pages including cover sheet, attachments, and document: [ 8 ]

Sent VIA FACSIMILE to:  
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Ministry of  
CONSUMER AND  
COMMERCIAL SERVICES  
**CERTIFICATE**  
This is to certify that these articles  
are effective on

Ministère des Services  
aux consommateurs  
et aux entreprises  
**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

Ontario Corporation Number  
Numéro de la société en Ontario

1683839

JANUARY 01 JANVIER, 2006

COPY

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION  
STATUTS DE FUSION

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion (écrite en LETTRES MAJUSCULES SEULEMENT):

Table with 13 columns and 3 rows containing the name PEARSON CANADA INC.

2. The address of the registered office is:  
Adresse du siège social:

26 PRINCE ANDREW PLACE

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

TORONTO

Ontario

M3C 2T8

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

(Postal Code /  
Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:  
Nombre d'administrateurs: ou nombre minimum et maximum d'administrateurs:  
Number or minimum and maximum  
Nombre ou minimum et maximum

Empty box for number of directors

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4. The director(s) is/are:  
Administrateur(s):

First name, middle names  
and surname  
Prénom, autres prénoms et nom  
de famille

Address for service, giving Street & No. or R.R. No.,  
Municipality, Province, Country and Postal Code  
Domicile élu, y compris la rue et le numéro ou le  
numéro de la R.R., le nom de la municipalité, la  
province, le pays et le code postal

Resident Canadian  
State 'Yes' or 'No'  
Résident canadien  
Oui/Non

ALLAN T. REYNOLDS

26 PRINCE ANDREW PLACE,  
TORONTO, ON M3C 2T8

Yes

NORMAN M. CLEROUX

2675 DE DOSQUET  
LAVAL, QU H7E 5C1

Yes

JOHN LAVACCA

163 BAROS STREET  
FAIRFIELD, CT USA 06430

No

Annex / Annexe

4. The director(s) is/are:  
Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for services, giving street & No. or P.R. No., Municipality, Province, Country and Postal code. Domicile élu, y compris la rue et le numéro ou le numéro de la P.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State "Yes" or "No" Résident canadien Où/Non
THOMAS A. MCKEE	199 BAY STREET, SUITE 2800, COMMERCE COURT WEST, TORONTO, ON M5L 1A9	Yes
WILLIAM A. BARKE	85 WILBUR ROAD LINCOLN, RHODE ISLAND, USA 02855	No

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5. Check A or B  
Cocher A ou B

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.



B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
Les statuts de fusion reproduisent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.  
et sont énoncés plus particulièrement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Months / mois Day / jour
2088416 ONTARIO INC.	2088416	2005-Dec-30
✓ PEARSON CANADA INC.	92882	2005-Dec-30
COPP CLARK LIMITED	1358091	2005-Dec-30
GPCL (CANADA) LIMITED	480124	2005-Dec-30
PEARSON PENGUIN CANADA INC.	1508018	2005-Dec-30
WHITEHALL MINING COMPANY LIMITED	1681576	2005-Dec-30

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue.  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :*

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

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B. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
 Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relative à chaque catégorie d'actions qui peut être émise en série :

Not applicable.

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9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions n'est/est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

No share or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

#### Limitation on Number of Shareholders

The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

#### No Public Distribution

Any invitation to the public to subscribe for securities of the Corporation is prohibited.

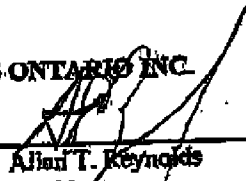
11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*

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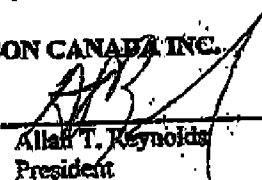
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

2088416-ONTARIO INC.

By:   
Name: Allan T. Reynolds  
Title: President

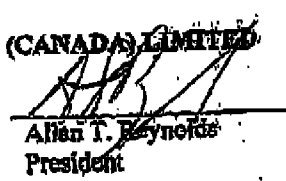
✓ PEARSON CANADA INC.

By:   
Name: Allan T. Reynolds  
Title: President

COPP CLARK LIMITED

By:   
Name: Allan T. Reynolds  
Title: President

GPCL (CANADA) LIMITED

By:   
Name: Allan T. Reynolds  
Title: President

PEARSON PENGUIN  
CANADA INC.

By:   
Name: Allan T. Reynolds  
Title: President

WHITEHALL MINING COMPANY  
LIMITED

By:   
Name: Allan T. Reynolds  
Title: President

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