

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Thomson Learning, Inc.		08/31/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Cengage Learning, Inc.		
Street Address:	200 First Stamford Place		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06902		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	3043253	APLIA	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)996-9579		
Phone:	212-996-1287		
Email:	trademarks@montagulaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Alexandre Montagu		
Address Line 1:	1120 Avenue of the Americas, 4th Fl		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	CENGAGE		
NAME OF SUBMITTER:	Thomas Walsh		
Signature:	/ThomasWalsh/		
Date:	02/22/2012		
Total Attachments: 2 source=Change of Name to Cengage Learning#page1.tif source=Change of Name to Cengage Learning#page2.tif			

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# Delaware

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*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 AMENDMENT OF "THOMSON LEARNING INC.", CHANGING ITS NAME FROM "THOMSON LEARNING INC." TO "CENGAGE LEARNING, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 9 O'CLOCK A.M.

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

2406150 8100

070976046



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5969647

DATE: 08-31-07

TRADEMARK  
REEL: 004721 FRAME: 0054  
TRADEMARK: 0319

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

THOMSON LEARNING INC.

It is hereby certified that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is

THOMSON LEARNING INC.

SECOND: The certificate of incorporation of the corporation is hereby amended by striking out Article 1. thereof and by substituting in lieu of said Article the following new Article:

"1. The name of the corporation is

CENGAGE LEARNING, INC."

THIRD: The amendment of the certificate of incorporation herein certified have been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on August 28 , 2007

  
Name: Margaret Heckler  
Title: Assistant Secretary