

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/20/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Amplify Education Holding, Inc.		12/20/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	News WG Holdings, Inc.
<b>Street Address:</b>	1211 Avenue of the Americas
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10036
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Serial Number:	85531366	AMPLIFY
Serial Number:	85531380	AMPLIFY
Serial Number:	85531374	AMPLIFY
Serial Number:	85531370	AMPLIFY
Serial Number:	85531384	AMPLIFY
Serial Number:	85531377	AMPLIFY
Serial Number:	85745044	AMPLIFY ACCESS
Serial Number:	85745039	AMPLIFY ACCESS
Serial Number:	85745047	AMPLIFY ACCESS
Serial Number:	85745054	AMPLIFY ACCESS
Serial Number:	85745012	AMPLIFY INSIGHT
Serial Number:	85745033	AMPLIFY INSIGHT
Serial Number:	85745010	AMPLIFY INSIGHT

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Serial Number:	85745025	AMPLIFY INSIGHT
Serial Number:	85531337	AMPLIFY LEARNING
Serial Number:	85531352	AMPLIFY LEARNING
Serial Number:	85531358	AMPLIFY LEARNING
Serial Number:	85531342	AMPLIFY LEARNING
Serial Number:	85531345	AMPLIFY LEARNING
Serial Number:	85531332	AMPLIFY LEARNING

**CORRESPONDENCE DATA**

Fax Number: 2128527217

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-852-7886

Email: esteelman@newscorp.com

Correspondent Name: Stacy Grossman, Esq.

Address Line 1: 1211 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	MERGER RECORDAL - ED. DIV
NAME OF SUBMITTER:	Stacy Grossman, Esq.
Signature:	/Stacy Grossman/
Date:	01/07/2013

**Total Attachments: 3**

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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:

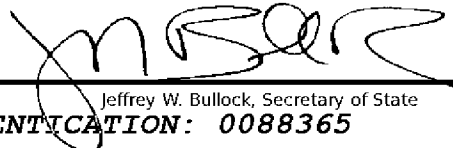
"AMPLIFY EDUCATION HOLDING, INC.", A DELAWARE CORPORATION, WITH AND INTO "NEWS WG HOLDINGS, INC." UNDER THE NAME OF "NEWS WG HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2012, AT 1:33 O'CLOCK P.M.

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

4901660 8100M

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0088365

DATE: 12-20-12

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004937 FRAME: 0192

**CERTIFICATE OF MERGER**

**OF**

**NEWS WG HOLDINGS, INC.**  
**(a Delaware corporation)**

**AND**

**AMPLIFY EDUCATION HOLDING, INC.**  
**(a Delaware corporation)**

**(Under Section 251 of the General Corporation Law of the State of Delaware)**

News WG Holdings, Inc., a corporation incorporated and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Amplify Education Holding, Inc.	Delaware
News WG Holdings, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger, dated as of December 20, 2012, by and between News WG Holdings, Inc., a Delaware corporation, and Amplify Education Holding, Inc., a Delaware corporation (the "Agreement and Plan of Merger"), has been approved, adopted, executed and acknowledged by each of the constituent corporations of the merger in accordance with the requirements of Section 251 (and, with respect to News WG Holdings, Inc., by the written consent of its stockholders in accordance with Section 228) of the General Corporation Law of the State of Delaware.

**THIRD:** Pursuant to the Agreement and Plan of Merger, Amplify Education Holding, Inc. will merge with and into News WG Holdings, Inc., with News WG Holdings, Inc. as the surviving corporation. The name of the surviving corporation of the merger (the "Surviving Corporation") is News WG Holdings, Inc. The Surviving Corporation is a Delaware corporation.

**FOURTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 1155 Avenue of the Americas, New York, NY 10036.

**FIFTH:** That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation upon request and without cost to any stockholder of any constituent corporation.

**SIXTH:** That this Certificate of Merger shall be effective at the time this Certificate of Merger is filed.

IN WITNESS WHEREOF, News WG Holdings, Inc. has caused this Certificate of Merger to be executed by its Senior Vice President this 20th day of December, 2012.

News WG Holdings, Inc.  
(a Delaware corporation)



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Name: Paula Wardynski  
Title: Senior Vice President