

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM301447

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/28/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gale Holdings I, Inc.		02/28/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Cengage Learning Acquisitions, Inc.		
Street Address:	200 First Stamford Place		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06902		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3846609	HIGHBEAM	
Registration Number:	2908604	H	
CORRESPONDENCE DATA			
Fax Number:	2129969579		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2129961287		
Email:	trademarks@montagulaw.com		
Correspondent Name:	Thomas Walsh		
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 SIGNED:	04/15/2014		
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:

"GALE HOLDINGS I, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CENGAGE LEARNING ACQUISITIONS, INC." UNDER THE NAME OF "CENGAGE LEARNING ACQUISITIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2013, AT 10:11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2013, AT 10:30 O'CLOCK A.M.


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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0247948

DATE: 02-28-13

TRADEMARK
REEL: 005260 FRAME: 0535

CERTIFICATE OF MERGER

Merging

GALE HOLDINGS I, INC.

(a Delaware corporation)

with and into

CENGAGE LEARNING ACQUISITIONS, INC.

(a Delaware Corporation)

In accordance with Section 251(c) of the Delaware General Corporation Law (the "DGCL"), Cengage Learning Acquisitions, Inc., a Delaware corporation, does hereby certify:

FIRST: That the name and state of incorporation of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Cengage Learning Acquisitions, Inc.	Delaware
Gale Holdings I, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of February 28, 2013 (the "Merger Agreement") by and among Cengage Learning Acquisitions, Inc., Gale Holdings I, Inc. and Cengage Learning Holdco, Inc., a Delaware corporation, has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: That the surviving corporation of the merger shall be Cengage Learning Acquisitions, Inc. (the "Surviving Corporation").

FOURTH: That the certificate of incorporation of Cengage Learning Acquisitions, Inc., as now in force and effect, shall be the certificate of incorporation of the surviving corporation until amended, restated, supplemented or repealed pursuant to the provisions of the DGCL.

FIFTH: That the executed Merger Agreement is on file at the office of the Surviving Corporation at the following address: 200 First Stamford Place, Fourth Floor, Stamford, CT 06902.

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

SEVENTH: That this Certificate of Merger shall become effective at 10:30 a.m. Eastern Time on February 28, 2013.

IN WITNESS WHEREOF, Cengage Learning Acquisitions, Inc. has caused this Certificate of Merger to be signed by its authorized officer as of February 28, 2013.

CENGAGE LEARNING ACQUISITIONS, INC.

By: /s/ Dean D. Durbin
Name: Dean D. Durbin
Title: Chief Financial Officer

[Signature Page to Certificate of Merger]