

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313175

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Hampton-Brown Company, LLC		06/30/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Cengage Learning, Inc.
Street Address:	200 First Stamford Place
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4258064	IN THE U.S.A.
Registration Number:	3390443	ONLINE COACH
Registration Number:	3186451	ALFARRIMA
Registration Number:	3426928	E TOOLS
Registration Number:	4172112	REACH INTO PHONICS
Registration Number:	3865919	INSIDE THE U.S.A.
Registration Number:	3873842	INSIDE THE U.S.A.
Registration Number:	2952341	ALPHACHANT

CORRESPONDENCE DATA

Fax Number: 2129969579

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

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

TRADEMARK

REEL: 005338 FRAME: 0374

900297531

CH \$215.00 4258064

NAME OF SUBMITTER:	Thomas Walsh
SIGNATURE:	/ThomasWalsh/
DATE SIGNED:	08/06/2014
Total Attachments: 2 source=Certificate of Merger - The Hampton-Brown Company LLC-1#page1.tif source=Certificate of Merger - The Hampton-Brown Company LLC-1#page2.tif	

Delaware

PAGE 1

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:

"THE HAMPTON-BROWN COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

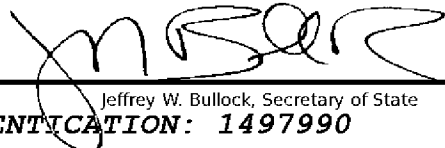
WITH AND INTO "CENGAGE LEARNING, INC." UNDER THE NAME OF "CENGAGE LEARNING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2014, AT 9:41 O'CLOCK A.M.

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

2406150 8100M

140897971




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1497990

DATE: 06-30-14

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

TRADEMARK
REEL: 005338 FRAME: 0376

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Cengage Learning, Inc.
_____, a Delaware Corporation, and the name of the
limited liability company being merged into this surviving corporation is _____
The Hampton-Brown Company, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Cengage Learning, Inc.
_____.

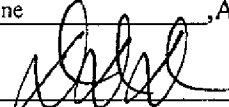
FOURTH: The merger is to become effective on acceptance of filing by Secretary of State.

FIFTH: The Agreement of Merger is on file at 20 Channel Center Street,
Boston, Massachusetts 02210, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 30 day of June, A.D., 2014.

By: 

Authorized Officer

Name: Dean D. Durbin

Print or Type
Title: Chief Financial Officer
