

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM348261

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Articles of Amalgamation		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Chancery Software, Ltd.		01/01/2007	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pearson Canada Inc.		
<b>Street Address:</b>	26 Prince Andrew Place		
<b>City:</b>	Toronto, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M3C2T8		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2177172	WIN SCHOOL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2027393001		
<i>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.</i>			
<b>Phone:</b>	202-739-5253		
<b>Email:</b>	gene.park@morganlewis.com, chimmelfarb@morganlewis.com		
<b>Correspondent Name:</b>	Gene K. Park		
<b>Address Line 1:</b>	1111 Pennsylvania Avenue, N.W.		
<b>Address Line 4:</b>	Washington, D.C. 20004		
<b>ATTORNEY DOCKET NUMBER:</b>	045390-0539		
<b>NAME OF SUBMITTER:</b>	Gene K. Park		
<b>SIGNATURE:</b>	/Gene K. Park/		
<b>DATE SIGNED:</b>	07/16/2015		
<b>Total Attachments: 16</b>			
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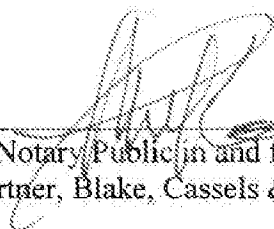
CH \$40.00 2177172

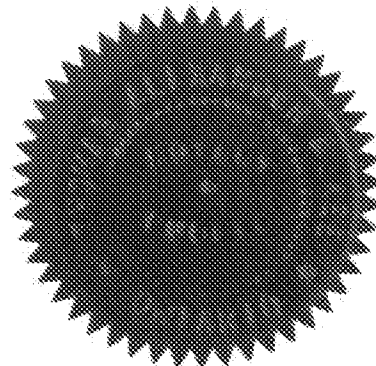
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CANADA )  
 )  
PROVINCE OF ONTARIO )  
 )  
CITY OF TORONTO )  
 )  
TO WIT: )

I, **THOMAS ALEXANDER McKEE**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, and in my capacity as a Partner of Blake, Cassels & Graydon LLP **DO HEREBY CERTIFY** that the paper writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of the Certificate and Articles of Amalgamation dated January 1<sup>st</sup>, 2007 in respect of Chancery Software Ltd. and Pearson Canada Inc., an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may require.

**DATED** at Toronto, this 14<sup>th</sup> day of July, 2015.

  
\_\_\_\_\_  
A Notary Public in and for the Province of Ontario  
Partner, Blake, Cassels & Graydon LLP



1721690

Ministry of  
Ontario Business Services  
CERTIFICATE  
This is to certify that these actions  
are effective on

Ministry des Services  
CERTIFICAT  
Ceci certifie que les présentes actions  
ont été enregistrées

JANUARY 01 JANVIER, 2007

Director / Directeur  
Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act  
  
Formule 4  
Loi sur les  
sociétés par  
actions

ARTICLES OF AMALGAMATION / STATUTS DE FUSION

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

Table with 12 columns for 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 nombres minimum et maximum d'administrateurs: / Number or Nombre or ou minimum and maximum / minimum et maximum

Table with 3 columns for number of directors: 1, 10

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

Table with 3 columns: Name, Address, Resident Canadian State "Yes" or "No" / Prénom, autres prénoms et nom de famille, Adresse for service, giving Street & 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, Résident canadien State "Yes" or "No", Résident canadien Oui/Non

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

First name, middle names and surname <i>Prénoms, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.F. No., Municipality, Province, Country and Postal code. <i>Domicile etc, y compris la rue et le numéro ou le numéro de la R.F., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
William A. Sarke	35 Wilbur Road Lincoln, Rhode Island USA 02865	No

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.

or  
ou

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 reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.  
et sont énoncés textuellement 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	Month / mois	Day / jour
PEARSON CANADA INC.	1683639	2006	Dec	29
CHANCERY SOFTWARE LTD.	1718184	2006	Dec	29
CHANCERY HOLDINGS ONTARIO INC.	1718183	2006	Dec	29

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.

8. 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 relatifs à chaque catégorie d'actions qui peut être émise en série :*

N/A



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 est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

No securities of the Corporation, other than non-convertible debt securities, 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 :*

None.

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.*


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.


PEARSON CANADA INC.

By:   
Name: Allan T. Reynolds  
Title: President

CHANCERY SOFTWARE LTD.

By:   
Name: Allan T. Reynolds  
Title: Vice-President

CHANCERY HOLDINGS ONTARIO INC.

By:   
Name: Allan T. Reynolds  
Title: President

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF  
PEARSON CANADA INC.

1. I, Allan T. Reynolds, am a Director of Pearson Canada Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 29<sup>th</sup>, 2006

  
Allan T. Reynolds

SCHEDULE "A"

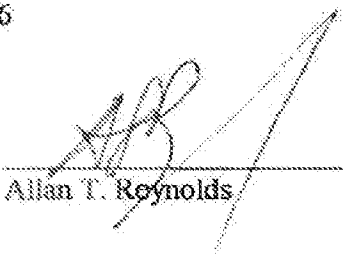
STATEMENT OF DIRECTOR OR OFFICER OF  
CHANCERY SOFTWARE LTD.

1. I, Allan T. Reynolds, am the Vice-President of Chancery Software Ltd. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 29<sup>th</sup>, 2006

  
\_\_\_\_\_  
Allan T. Reynolds

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF  
CHANCERY HOLDINGS ONTARIO INC.

1. I, Allan T. Reynolds, am the sole director of Chancery Holdings Ontario Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 29<sup>th</sup>, 2006

  
\_\_\_\_\_  
Allan T. Reynolds

Schedule "B"

This Amalgamation Agreement entered into this 29<sup>th</sup> day of December, 2006.

AMONG:

PEARSON CANADA INC.,

a corporation incorporated under the *Business Corporations Act*,

(hereinafter sometimes called "Pearson")

OF THE FIRST PART

- and -

CHANCERY SOFTWARE LTD.,

a corporation incorporated under the *Business Corporations Act*,

(hereinafter sometimes called "Chancery")

OF THE SECOND PART

- and -

CHANCERY HOLDINGS ONTARIO INC.,

a corporation incorporated under the *Business Corporations Act*,

(hereinafter sometimes called "Chancery Holdings")

OF THE THIRD PART

RECITALS:

WHEREAS the parties hereto acting under the authority contained in the *Business Corporations Act* have agreed to amalgamate upon the terms and conditions hereinafter set out; and

WHEREAS the parties hereto have each made full disclosure to the others of all their respective assets and liabilities; and

WHEREAS it is desirable that the said amalgamation should be effected;

NOW THEREFORE the parties hereto have agreed as follows:

1. Definitions In this Agreement, the expressions "Act" means the *Business Corporations Act*, "Amalgamating Corporation" means each of the parties hereto and "Amalgamated Corporation" means the corporation continuing from the amalgamation of the parties hereto.

2. Amalgamation Each of the Amalgamating Corporations hereby agrees to amalgamate under the provisions of the Act and to continue as one corporation under the terms and conditions hereinafter set out.

3. Name The name of the Amalgamated Corporation shall be PEARSON CANADA INC.

4. Registered Office Until changed in accordance with the Act, the place in Ontario where the registered office of the Amalgamated Corporation shall be situate is Toronto and the address of the registered office shall be 26 Prince Andrew Place, Toronto, Ontario M3C 2T8.

5. Business There shall be no restrictions on the business the Amalgamated Corporation may carry on.

6. By-Laws The by-laws of Pearson shall, to the extent not inconsistent with this Agreement, be the by-laws of the Amalgamated Corporation, until repealed or amended. A copy of the proposed by-laws may be examined at the offices of Blake, Cassels & Graydon LLP located at 199 Bay Street, Commerce Court West, Suite 2800, Toronto Ontario M5L 1A9.

7. Classes and Number of Shares Authorized The Amalgamated Corporation shall be authorized to issue an unlimited number of shares of one class designated as common shares.

8. Issued Shares The issued shares of the Amalgamating Corporations shall be converted into issued common shares of the Amalgamated Corporation as follows:

- (a) the 1,000,000 issued Common Shares in the capital of Pearson issued to Pearson Canada Holdings Inc. shall be converted into 999,999 issued Common Shares in the capital of the Amalgamated Corporation;
- (b) the one (1) Common Share in the capital of Pearson issued to Chancery Holdings shall be cancelled;
- (c) the 4,677,419 issued Class A Preferred Shares, 3,199,494 issued Class B Preferred Shares and the 9,074,197 issued Common Shares in the capital of Chancery issued to Pearson shall be cancelled; and
- (d) the two (2) issued Common Shares in the capital of Chancery Holdings issued to Pearson Canada Holdings Inc. are converted into one (1) issued Common Share in the capital of the Amalgamated Corporation

After the endorsement of the certificate on the articles of amalgamation, the shareholders of each of the Amalgamating Corporations, shall, when requested by the Amalgamated Corporation, surrender any certificates representing shares held by them in the Amalgamating Corporations, and in return, shall be entitled to receive certificates for shares of the Amalgamated Corporation.

9. Restrictions on Transfer of Shares No securities of the Corporation, other than non-convertible debt securities, 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. Directors Until changed in accordance with the Act, there shall be a minimum of 1 directors and a maximum of 10 directors of the Amalgamated Corporation. The first directors of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>RESIDENT CANADIAN (Yes or No)</u>
Allan T. Reynolds	26 Prince Andrew Place Toronto, ON M3C 2T8	Yes
Normand M. Cleroux	2765 de Dosquet Laval, QC H7E 5C1	Yes
John LaVacca	163 Baros St. Fairfield, Connecticut USA 06430	No
Thomas A. McKee	199 Bay Street Commerce Court West, Suite 2800 Toronto, ON M5L 1A9	Yes
William A. Barke	35 Wilbur Road Lincoln, Rhode Island USA 02865	No

11. Officers Until changed, the officers of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION HELD</u>
Allan T. Reynolds	26 Prince Andrew Place Toronto, ON M3C 2T8	President, Chief Executive Officer & Secretary



John LaVacca

163 Baros St.  
Fairfield, Connecticut 06430

Treasurer

12. Financial Year End Until otherwise determined by resolution of the directors, the financial year of the Amalgamated Corporation shall end on the last day of December in each year.

13. Filing of Articles Upon the shareholders of the Amalgamating Corporations respectively adopting this Agreement and subject to paragraph 15 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act.

14. Effect of Amalgamation On the date shown in the certificate of amalgamation:

- (a) the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Agreement;
- (b) the Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (c) a conviction against, or ruling, order or judgment in favour or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;
- (d) the articles of amalgamation are deemed to be the articles of incorporation of the Amalgamated Corporation and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Amalgamated Corporation; and
- (e) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

15. Termination This Agreement may be terminated by the board of directors of any of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of the Amalgamating Corporations, at any time prior to the endorsement of the certificate on the articles of amalgamation.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties  
hereto.

PEARSON CANADA INC.

By: 

Name: Allan T. Reynolds  
Title: President

CHANCERY SOFTWARE LTD.

By: 

Name: Allan T. Reynolds  
Title: Vice-President

CHANCERY HOLDINGS ONTARIO INC.

By: 

Name: Allan T. Reynolds  
Title: President