

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM418473

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/31/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cengage Learning Acquisitions, Inc.		03/31/2016	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cengage Learning, Inc.		
<b>Street Address:</b>	20 Channel Center Street		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02210		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3846609	HIGHBEAM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2129969579		
<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>	2129961287		
<b>Email:</b>	trademarks@montagulaw.com		
<b>Correspondent Name:</b>	Thomas Walsh		
<b>Address Line 1:</b>	1120 Avenue of the Americas, 4th Fl		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	Cengage		
<b>NAME OF SUBMITTER:</b>	Thomas Walsh		
<b>SIGNATURE:</b>	/ThomasWalsh/		
<b>DATE SIGNED:</b>	03/06/2017		
<b>Total Attachments: 5</b>			
source=Cengage Learning, Inc. - Certificate of Merger (CLAI) - March 31, 2016#page1.tif			
source=Cengage Learning, Inc. - Certificate of Merger (CLAI) - March 31, 2016#page2.tif			
source=Cengage Learning, Inc. - Certificate of Merger (CLAI) - March 31, 2016#page3.tif			

CH \$40.00 3846609

source=Cengage Learning, Inc. - Certificate of Merger (CLAI) - March 31, 2016#page4.tif

source=Cengage Learning, Inc. - Certificate of Merger (CLAI) - March 31, 2016#page5.tif

# Delaware

The First State

Page 1

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:

"CENGAGE LEARNING ACQUISITIONS, INC.", A DELAWARE CORPORATION,

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 ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2016, AT 1:57 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

2406150 8100M  
SR# 20161997930

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

Authentication: 202078308  
Date: 04-01-16

TRADEMARK  
REEL: 006002 FRAME: 0177

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**CENGAGE LEARNING ACQUISITIONS, INC.**

**INTO**

**CENGAGE LEARNING, INC.**

(Parent into subsidiary pursuant to Section 253 of the General Corporation Law of Delaware)

\* \* \* \* \*

CENGAGE LEARNING ACQUISITIONS, INC., a corporation organized and existing under the laws of the State of Delaware ("CLAI"):

**DOES HEREBY CERTIFY:**

**FIRST:** That it was organized on the 8<sup>th</sup> day of June, 2007, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That it owns 100% of the outstanding shares of the capital stock of CENGAGE LEARNING, INC. ("CLI"), a corporation incorporated on the 26<sup>th</sup> day of May, 1994, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That the Board of Directors CLAI, by unanimous written consent on March 30, 2016, determined to merge itself with and into CLI, which resolutions are set forth on Exhibit A hereto.

**FOURTH:** That this merger has been approved by written consent of the holders of at least a majority of the outstanding shares of stock of CLAI.

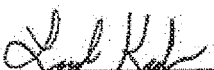
**FIFTH:** CLI agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of CLAI or CLI arising from the merger and irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 20 Channel Center Street, Boston, MA 02210.

**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of CLAI at any time prior to the time that this merger filed with the Secretary of State becomes effective.

[Signature Page Follows]

IN WITNESS WHEREOF, Cengage Learning Acquisitions, Inc, has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 31st day of March, 2016.

**CENGAGE LEARNING ACQUISITIONS, INC.**  
a Delaware corporation

By:   
Name: Leonard Keefe  
Title: Assistant Secretary

## EXHIBIT A

WHEREAS, CLAI is the sole stockholder of Cengage Learning, Inc., a Delaware corporation ("CLI");

WHEREAS, the Board has determined that it is advisable and in the best interests of CLAI and its sole stockholder to merge CLAI with and into CLI effective March 31, 2016, (the "Effective Date") with CLI being the surviving entity (the "Merger") and to authorize such other actions and agreements as are necessary or appropriate to consummate the Merger; and

WHEREAS, the Board has also determined that it in the best interests of CLI (in CLAI's capacity as its sole stockholder) to consummate the Merger and to authorize such other actions and agreements as are necessary or appropriate to consummate the Merger.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Merger hereby is authorized, adopted, ratified, confirmed, and approved in all respects; and be it further

**RESOLVED**, that CLAI merge with and into CLI, its wholly-owned subsidiary, which merger shall be effective as of the Effective Date; and be it further

**RESOLVED**, that the form, terms and provisions of the Delaware Certificate of Ownership and Merger attached hereto as Exhibit A, (the "Merger Certificate"), relating to the Merger is hereby authorized, adopted, ratified, confirmed and approved in all respects;

**RESOLVED**, that CLAI and CLI are each hereby authorized, empowered and directed to enter into and perform all of their respective obligations under the Merger Certificate; and be it further

**RESOLVED**, that in connection with the Merger, each share of outstanding capital stock of CLI shall be deemed issued to the sole stockholder of CLAI upon surrender of the stock certificate(s) therefor; and be it further

**RESOLVED**, that the sole stockholder of CLAI is directed to surrender its stock certificate(s) for all of its shares of capital stock of CLAI, and upon consummation of the Merger, CLI is directed to cancel the stock certificate(s) issued to CLAI and issue to the sole stockholder of CLAI a new stock certificate representing all of the issued and outstanding shares of CLI; and be it further

**RESOLVED**, that the President, any Vice President, Treasurer, Secretary, Assistant Treasurer, Assistant Secretary and any other officer (each, an "Authorized Officer" and collectively, the "Authorized Officers") of CLAI and/or CLI be, and each of them hereby is, authorized, empowered and directed, in the

name and on behalf of CLAI (for itself and as the sole stockholder of CLI) to take any and all such further action of any nature whatsoever as any such Authorized Officer, in its sole discretion, determine to be necessary or advisable to accomplish the Merger and the purposes of the foregoing resolutions, in each case with such additions thereto, deletions therefrom and changes therein as any such Authorized Officer shall determine, acting singly, to be necessary or appropriate and in the best interest of CLAI and CLI (the execution and delivery thereof by any such Authorized Officer to constitute conclusive evidence of such determination), including, without limitation, executing and filing any documents, instruments or certificates in the name and on behalf of CLAI and/or CLI with any appropriate governmental authority; and be it further

**RESOLVED**, that CLAI is hereby authorized, empowered and directed, in the name and on behalf of CLI, to take any and all such further action of any nature whatsoever as any such Authorized Officer, in its sole discretion, determine to be necessary or advisable to accomplish the Merger and the purposes of the foregoing resolutions in each case with such additions thereto, deletions therefrom and changes therein as such Authorized Officer shall determine, acting singly, to be necessary or appropriate and in the best interest of CLI (the execution and delivery thereof to constitute conclusive evidence of such determination), including, without limitation, executing and filing any documents, instruments or certificates in the name and on behalf of CLI with any appropriate governmental authority; and be it further

**RESOLVED**, that any and all acts of any Authorized Officer in the name and on behalf of CLAI and/or CLI, and of any person or persons designated and authorized to act by any of the foregoing persons, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolution, be and each act hereby is, ratified, confirmed, authorized, approved and adopted in all respects as actions of CLAI and/or CLI, as appropriate.