

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM425458

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	03/31/2017

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Advanced Instructional Systems, Inc.		03/31/2017	Corporation: VIRGINIA

## RECEIVING PARTY DATA

<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

## PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3755483	CALCPAD
Registration Number:	3857376	PHYSPAD
Registration Number:	3696729	CHEMPAD
Registration Number:	3567584	PENCILPAD
Registration Number:	3992346	WEBASSIGN
Registration Number:	4633177	SIGNATURE COURSEPACK
Registration Number:	5030531	PERSONAL STUDY PLAN
Registration Number:	5147870	PLACEU

## 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: 006045 FRAME: 0424

900404066

CH \$215.00 3755483

<b>NAME OF SUBMITTER:</b>	Thomas Walsh
<b>SIGNATURE:</b>	/ThomasWalsh/
<b>DATE SIGNED:</b>	04/28/2017
<b>Total Attachments: 3</b> source=Cengage Learning, Inc.-DE-Merger (Survivor)#page1.tif source=Cengage Learning, Inc.-DE-Merger (Survivor)#page2.tif source=Cengage Learning, Inc.-DE-Merger (Survivor)#page3.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:

"ADVANCED INSTRUCTIONAL SYSTEMS, INC.", A VIRGINIA 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 TWENTY-SEVENTH DAY OF MARCH, A.D. 2017, AT 5:40 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2017.

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# 20172045527

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

Authentication: 202274849  
Date: 03-27-17

TRADEMARK  
REEL: 006045 FRAME: 0426

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO DOMESTIC  
CORPORATION**

Dated as of March 27, 2017

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executes the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is Advanced Instructional Systems, Inc., a Virginia corporation, and Cengage Learning, Inc., a Delaware corporation.

**SECOND:** The Agreement and Plan of Merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is Cengage Learning, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 14,166,667 shares of common stock, no par value.

**SIXTH:** The merger is to become effective on March 31, 2017.

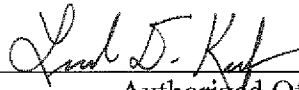
**SEVENTH:** The Agreement of Merger is on file at 20 Channel Center Street, Boston, MA, 02210, the place of business of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

*(Signature page follows)*

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer.

CENGAGE LEARNING, INC.

By:   
Authorized Officer

Name: Leonard D. Keefe

Title: Assistant Secretary