

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM618367

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/31/2019		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OnCourse Learning Corporation		01/25/2019	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Relias LLC		
<b>Street Address:</b>	111 Corning Road		
<b>Internal Address:</b>	Suite 250		
<b>City:</b>	Cary		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	27518		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2517352	BLEND VOCATION WITH VACATION	
<b>Registration Number:</b>	2833421	CE DIRECT	
<b>Registration Number:</b>	4130829	DISTANCECME	
<b>Registration Number:</b>	5558394	NURSE.COM	
<b>Registration Number:</b>	1938802	NURSEWEEK	
<b>Registration Number:</b>	3054507	NUTRITION DIMENSION	
<b>Registration Number:</b>	3481301	TODAY IN PT	
<b>Registration Number:</b>	4667040	EASYCEU	
<b>Registration Number:</b>	4668995	FAMILY LEARNING CENTER	
<b>Registration Number:</b>	4668994	INSTITUTE FOR PROFESSIONAL CARE EDUCATIO	
<b>Registration Number:</b>	4667025	IPCED	
<b>Registration Number:</b>	5061856	CARE AND COMPLIANCE GROUP	
<b>Registration Number:</b>	3386031	MEDIFECTA HEALTHCARE TRAINING	
<b>Registration Number:</b>	3480045	NATIONAL CAREGIVER TRAINING PROGRAM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8602860115		

OP \$365.00 2517352

**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:** 860-286-2929  
**Email:** TM-CT@cantorcolburn.com  
**Correspondent Name:** Alison M. Caless  
**Address Line 1:** Cantor Colburn LLP  
**Address Line 2:** 20 Church Street, Floor 22  
**Address Line 4:** Hartford, CONNECTICUT 06103

<b>ATTORNEY DOCKET NUMBER:</b>	RAL0036TUS
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<b>NAME OF SUBMITTER:</b>	Alison M. Caless
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<b>SIGNATURE:</b>	/amc/
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<b>DATE SIGNED:</b>	01/04/2021
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**Total Attachments: 6**

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source=Merger Agreement OCL into Relias 1-25-19#page3.tif  
source=DE Merger OCL into Relias 1-31-19#page1.tif  
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source=DE Merger OCL into Relias 1-31-19#page3.tif

## AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** is entered into as of the 25<sup>th</sup> day of January, 2019 by and between OnCourse Learning Corporation, a Delaware corporation (the “*Merging Entity*”) and Relias LLC, a Delaware limited liability company (the “*Surviving Entity*”).

1. At the Effective Time, the Merging Entity shall be merged with and into the Surviving Entity, and the separate existence of the Merging Entity shall cease (the “*Merger*”).
2. All stock of the Merging Entity is designated common stock. Thirty thousand (30,000) shares are authorized, and seventeen thousand three hundred thirty eight (17,338) shares are outstanding. Each share of common stock of the Merging Entity outstanding immediately prior to the Merger shall be cancelled at the Effective Time by virtue of the Merger and without any action on the part of the holder thereof, and no consideration shall be issued in respect thereof.
3. Each membership interest in the Surviving Entity outstanding immediately prior to the Merger shall remain unchanged and continue to remain outstanding at the Effective Time as a membership interest in the Surviving Entity.
4. The certificate of formation and limited liability company agreement of the Surviving Entity in effect immediately prior to the Merger shall remain the certificate of formation and limited liability company agreement of the Surviving Entity unless and until amended in accordance with their terms and applicable law.
5. The name of the Surviving Entity shall be **RELIAS LLC** until changed in accordance with applicable requirements.
6. At the Effective Time, the Surviving Entity shall succeed to and possess all of the rights, privileges and powers of the Merging Entity, and all of the assets and property of whatever kind and character of the Merging Entity shall vest in the Surviving Entity without further act or deed. From the Effective Time, the Surviving Entity shall be liable for all of the liabilities and obligations of the Merging Entity, and any claim or judgment against the Merging Entity may be enforced against the Surviving Entity.
7. If at any time the Surviving Entity shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving Entity the title to any property or right of the Merging Entity, or otherwise to carry out the provisions hereof, the representatives of the Merging Entity as of the Effective Time shall execute and deliver any and all deeds, assignments and assurances, and do all things necessary or proper, to vest, perfect or convey title to such property or right in the Surviving Entity and otherwise to carry out the provisions of this Agreement.

8. The Merger shall become effective on January 31, 2019 at 11:59 P.M. Eastern Standard Time (the "*Effective Time*"), as shall be specified in a Certificate of Merger to be filed with the Secretary of State of the State of Delaware. The Surviving Entity shall cause such other documents or instruments as may be prescribed by the laws of any other relevant jurisdiction to be filed or recorded, as required, in connection with the Merger.

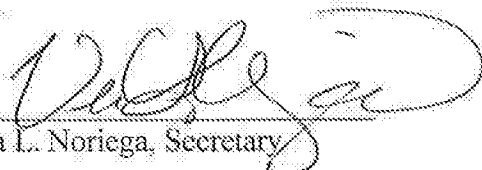
9. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signatures on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first written above.

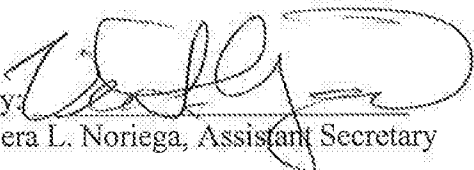
**ONCOURSE LEARNING CORPORATION**

By:

  
Vera L. Noriega, Secretary

**RELIAS LLC**

By:

  
Vera L. Noriega, Assistant Secretary

# 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:

"ONCOURSE LEARNING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "RELIAS LLC" UNDER THE NAME OF "RELIAS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2019, AT 7:08 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 JANUARY, A.D. 2019 AT 11:59 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

6886799 8100M  
SR# 20190652322

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

Authentication: 202184246  
Date: 02-01-19

TRADEMARK  
REEL: 007155 FRAME: 0110

CERTIFICATE OF MERGER

MERGING

ONCOURSE LEARNING CORPORATION  
a Delaware corporation,

WITH AND INTO

RELIAS LLC,  
a Delaware limited liability company,

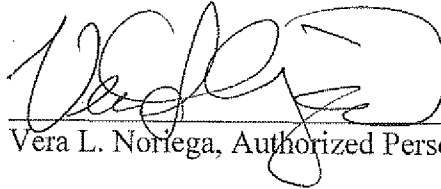
Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209(c) of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

1. The name of the surviving limited liability company is **Relias LLC** and the name of the corporation being merged into this surviving limited liability company is **OnCourse Learning Corporation**.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.
3. The name of the surviving limited liability company is **Relias LLC**.
4. The merger is to become effective on January 31, 2019 at 11:59 P.M. Eastern Standard Time.
5. The executed Agreement and Plan of Merger is on file at 1745 Broadway c/o Bertelsmann, Inc., New York, NY 10019.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

*[Signature Page Follows]*

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate of merger to be signed by an authorized person as of this 31<sup>st</sup> day of January, 2019.

By:



Vera L. Noriega, Authorized Person