

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	05/04/2010			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Dearborn Financial Publishing, Inc.		05/04/2010	CORPORATION: ILLINOIS
	DF Institute, Inc.		05/04/2010	CORPORATION: ILLINOIS
RECEIVING PARTY DATA				
Name:	DF Institute, Inc.			
Street Address:	225 West Wacker Drive			
Internal Address:	Suite 800			
City:	Chicago			
State/Country:	ILLINOIS			
Postal Code:	60606			
Entity Type:	CORPORATION: ILLINOIS			
PROPERTY NUMBERS Total: 5				
	Property Type	Number	Word Mark	
	Registration Number:	2723547	RECAMPUS	
	Registration Number:	2770651	RECAMPUS.COM	
	Registration Number:	1861780	REAL ESTATE EDUCATION COMPANY	
	Registration Number:	1329530	REALTY BLUEBOOK	
	Registration Number:	1267901	REAL ESTATE EDUCATION COMPANY	
CORRESPONDENCE DATA				
Fax Number:	2124255288			
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212.425.7200			
Email:	tmdocketny@kenyon.com			
Correspondent Name:	Mimi Rupp, Esq.			

OP \$140.00 2723547

Address Line 1: Kenyon & Kenyon LLP  
Address Line 2: One Broadway  
Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER: 15258/57

NAME OF SUBMITTER: Mimi Rupp, Esq.

Signature: /MR/

Date: 06/04/2013

Total Attachments: 5  
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FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
 CONSOLIDATION OR EXCHANGE**  
 Business Corporation Act

Jesse White, Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 Telephone (217) 782-6961  
 www.cyberdriveillinois.com

**PAID**  
 OCT 26 2010  
**EXPEDITED  
 SECRETARY OF STATE**

Remit payment in the form of a  
 check or money order payable  
 to the Secretary of State.

**FILED**

OCT 25 2010

The filing fee is \$100, but if merger or  
 consolidation involves more than 2  
 corporations, \$50 for each additional  
 corporation.

JESSE WHITE  
 SECRETARY OF STATE

File # 5376-457-6 Filing Fee: \$ 150.00 Approved: lt  
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> , and the state or country of their incorporation:  
 exchange shares

Name of Corporation	State or Country of Incorporation	Corporation File Number
DF Institute, Inc. <u>S</u>	Illinois	53764576
Dearborn Financial Publishing, Inc.	Illinois	56700943
Kaplan Professional Holdings, Inc.	Delaware	<u>NR</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ <sup>surviving</sup> corporation: DF Institute, Inc.

(b) It shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~

Please see Attachment A.

5. Plan of merger consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
DF Institute, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Dearborn Financial Publishing, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
DF Institute, Inc.	100	100
Dearborn Financial Publishing, Inc.	100	100


b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_.  
(Month & Day) (Year)


Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)


8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated May 4, 2010  
(Month & Day) (Year)  
  
(Any authorized officer's signature)  
Johan de Muinck Keizer, Vice President & Secretary  
(Type or Print Name and Title)

DF Institute, Inc.  
(Exact Name of Corporation)

Dated May 4, 2010  
(Month & Day) (Year)  
  
(Any authorized officer's signature)  
Johan de Muinck Keizer, Vice President & Secretary  
(Type or Print Name and Title)

Dearborn Financial Publishing, Inc.  
(Exact Name of Corporation)

Dated May 4, 2010  
(Month & Day) (Year)  
  
(Any authorized officer's signature)  
Johan de Muinck Keizer, Vice President & Secretary  
(Type or Print Name and Title)

Kaplan Professional Holdings, Inc.  
(Exact Name of Corporation)

5. Plan of consolidation merger was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

DF Institute, Inc.

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_ (Month & Day), \_\_\_\_\_ (Year).

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated May, 2005 (Month & Day) (Year)

DF INSTITUTE, INC. (Exact Name of Corporation)

[Signature]  
(Any authorized officer's signature)

Robert L. Lane, Vice President  
(Type or Print Name and Title)

Dated May, 2005 (Month & Day) (Year)

THE REAL ESTATE SCHOOL, INC. (Exact Name of Corporation)

[Signature]  
(Any authorized officer's signature)

Robert L. Lane, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_ (Month & Day) (Year)

\_\_\_\_\_ (Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)

\_\_\_\_\_  
(Type or Print Name and Title)