

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM502362

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/31/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Follett Educational Services, Inc.		03/31/2014	Corporation: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Follett School Solutions, Inc.		
<b>Street Address:</b>	3 Westbrook Corporate Center		
<b>Internal Address:</b>	Suite 200		
<b>City:</b>	Westchester		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60154		
<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>	2315149	ABS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3126165700		
<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>	3126165600		
<b>Email:</b>	trademark@leydig.com		
<b>Correspondent Name:</b>	Tamara A. Miller		
<b>Address Line 1:</b>	Two Prudential Plaza, 180 N Stetson Ave		
<b>Address Line 2:</b>	Suite 4900		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>NAME OF SUBMITTER:</b>	Tamara A. Miller		
<b>SIGNATURE:</b>	/Tamara A. Miller/		
<b>DATE SIGNED:</b>	12/17/2018		
<b>Total Attachments: 5</b>			
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**TRADEMARK**

**REEL: 006502 FRAME: 0018**



## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

MARCH 28, 2014

6033-639-3

CT CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD IL 62704

RE FOLLETT EDUCATIONAL SERVICES, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICIAL OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35. THIS FORM IS AVAILABLE ON OUR WEBSITE, [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM). CLICK ON PUBLICATIONS ON THE MENU BAR.

SINCERELY,

*Jesse White*

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

**ARTICLES OF MERGER,  
CONSOLIDATION OR EXCHANGE**  
Business Corporation Act

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-6961  
www.cyberdriveillinois.com

**FILED**

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

**MAR 28 2014**

JESSE WHITE  
SECRETARY OF STATE

Filing fee is \$100, but if merger or consolidation involves more than two corporations, submit \$50 for each additional corporation.

File # 6033-639-3 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, 4 and 5.**

1. Names of Corporations proposing to ~~consolidate~~ <sup>merge</sup> and State or Country of Incorporation.  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Follett School Solutions, Inc.</u>	<u>Delaware</u>	<u>69429742</u>
<u>Follett Educational Services, Inc.</u>	<u>Illinois</u>	<u>60336393</u>
<u>Follett Library Resources, Inc.</u>	<u>Illinois</u>	<u>60336407</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: Follett School Solutions, Inc.  
~~acquiring~~  
b. Corporation shall be governed by the laws of: Delaware

**For more space, attach additional sheets of this size.**

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

See Annex A attached hereto.

merger  
 5. The consolidation was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the 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 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only 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 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Follett Educational Services, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Follett Library Resources, Inc.	<input type="checkbox"/>	<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"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles 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 if reporting a merger under §11.30 -- 90 percent-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:

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
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

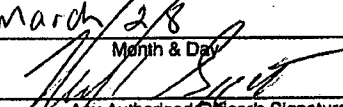
b. Not applicable to 100 percent-owned subsidiaries.

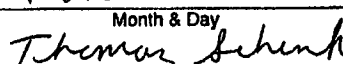
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
 Month & Day Year

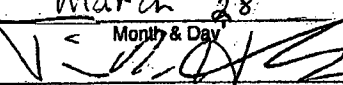
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

(If "No," 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 the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated March 28, 2014 Follett School Solutions, Inc.  
 Month & Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 S. Mark Sproat, Secretary & Director  
 Name and Title (type or print)

Dated March 28, 2014 Follett Educational Services, Inc.  
 Month & Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Thomas Schenck, VP & Director  
 Name and Title (type or print)

Dated March 28, 2014 Follett Library Resources, Inc.  
 Month & Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Timothy Henrichs, Treasurer & Director  
 Name and Title (type or print)

**FOLLETT SCHOOL SOLUTIONS, INC.  
ARTICLES OF MERGER**

**ANNEX A  
Plan of Merger**

1. Each of Follett Educational Services, Inc., an Illinois corporation, and Follett Library Resources, Inc., an Illinois corporation (collectively the "Merging Corporations"), shall, pursuant to the provisions of the laws of the State of Delaware and the State of Illinois, be merged with and into Follett School Solutions, Inc., a corporation organized under the laws of the State of Delaware (the "Surviving Corporation") (the "Merger"), which shall be the surviving corporation at the effective time and date of the Merger (the "Effective Time"), and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended (the "GCL"). The separate existence of the Merging Corporations shall cease at the Effective Time in accordance with the applicable law.

2. At the Effective Time, the Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the GCL.

3. Each of the issued shares of capital stock of each of the Merging Corporations outstanding immediately before the Effective Time shall be cancelled. Each of the Merging Corporations and the Surviving Corporation are 100% owned by the same parent entity. Each of the issued shares of capital stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall not be converted or exchanged in any manner, but shall continue to represent one share of issued and outstanding capital stock in the Surviving Corporation.

4. The proper officers and authorized persons of the Merging Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided.

5. The parties hereto agree that for United States federal income tax purposes, it is intended that the Merger qualify as a reorganization under Section 368(a)(1)(C) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Agreement of Merger be adopted as a plan of reorganization for purposes of the Code.

6. The Effective Time of the Merger shall be 11:50 p.m., Eastern Daylight Time, March 31, 2014.