	DECEIVED
FORM PTO-1594 (Rev. e-93) OMB No. 085 (001) (Exp. 494) Tab settings © © ♥ To the Honorable Comm	SONLY Patent and Trader ark Of JUN 7 Paccord the attached original documents or copy thereof.
1. Name of conveying party(ies): Chilton Company Chilton Company Chilton Company Chilton Company Association Limited Partnership Limited Partnership Corporation-State Delaware Other Additional name(s) of conveying party(ies) attached? Yes No Assignment Change of Name Cother Cottech Assignment Change of Name Change of Nam	Name: Chilton Holding Company. Inc. Internal Address: Street Address: 275 Washington St. City: Newton State: MA ZIP: 02458 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other Other If assignee is not domiciled in the United States, a domestic representative designal is attached: Yes S No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or patent number(s): A. Trademark Application No.(s) 75/503 680 75/442747 Additional numbers at	B. Trademark Registration No.(s) 1777830 2091784 2048478 1188612 2198865 750900 1797817 1921269 tached? © Yes & No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Renee Simonton Internal Address: Reed Elsevier Intellectual Property Management Services Inc.	7. Total fee (37 CFR 3.41)
Street Address: 1105 North Market St.	8. Deposit account number:
City: Wilmington State:DEZIP: 19801	(Attach duplicate copy of this page if paying by deposit account) SE THIS SPACE
9. Statement and signature. To the best of my knowledge and belief, the foregoing informative original document.	Signature G cover sheet, attachments, and document:

1-20-99		GEIVEN
FORM PTO-1594 (Rev. 6-63) OMB No. 0651-0011 (exp. 4/94) Tab settings == == == == ==	02-04-1999 100958892	ONLY Catein and The lark
1. Name of conveying party(ies): Chilton Company	100900022	2. Name and address of receiving party(ies) Name: Chilton Holding Company. Inc.
	Association Limited Partnership	Internal Address:
3. Nature of conveyance:		☐ Association ☐ General Partnership
☐ Assignment☐ Security Agreement☐ Other	Merger Change of Name	☐ Limited Partnership
Execution Date: December 23.	1998	(Designations must be a separate document from assignment) Additional name(a) & address(es) unached? Yus Q No
4. Application number(s) or patent	number(s):	
A. Trademark Application No.(s 75/503680 75/442947		B. Trademark Registration No.(s) 1777830 2198865 750900 1188612 1921269 1797817 2048478 2091784 1161500
	Additional numbers att	C Tatal number of annihilation and
Name and address of party to what concerning document should be	,	registrations involved:
Name: Renee Simonton Internal Address: Reed Elsevi Property Management Serv		7. Total fee (37 CFR 3.41)\$
Street Address: 1105 North Ma	rket St.	8. Deposit account nurabar: 응용
City: Wilmington State:	DE ZIP: 19801	(Attach duplicate code of this page if paying by deposit account)
	DO NOT USE	E THIS SPACE
Statement and signature. To the best of my knowledge and the original document.	t belief, the foregoing information	ation is true and correct and any attached copy is a true copy
Renee Simonton Name of Person Signing	Total number of pages including of	Signature Signature Pote Signature Power sheet, attachments, and designment:

Mail documents to be recorded with required cover sheet Information FEMARK

Commissioneral Patents & Trademarks, Box Assignments

REEL: 001914 FRAME: 0236

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 10th day of December 1998 to become effective on the Effective Date (as hereinafter defined), by and among Chilton Company, a Delaware corporation (herein "Chilton Company") and Chilton Holding Company, Inc., a Delaware corporation (herein "Chilton Holding Company, Inc."),

WITNESSETH:

WHEREAS, Chilton Company is a corporation duly organized and validly existing under Delaware law and has authorized capitalization of 700,000 shares of common stock, \$10.00 par value per share, of which 591,062 shares are issued and outstanding as of the date hereof; and

WHEREAS, Chilton Holding Company, Inc. is a corporation duly organized and validly existing under Delaware law and has an authorized capitalization which consists of 3,000 shares of common stock, no pur value per share, of which 10 shares are issued and outstanding as of the date hereof; and

WHEREAS, in all respects, and subject to the approval of the sole shareholders of Chilton Company and Chilton Holding Company, Inc., the respective Boards of Directors of Chilton Company and Chilton Holding Company, Inc. deem it advisable and to the advantage, welfare and best interests of such corporations and the shareholders of each such corporation to merge Chilton Company with and into Chilton Holding Company, Inc. pursuant to the provisions of the General Corporation Law of Delaware (the "General Corporation Law") upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, this Plan and Agreement of Merger and terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon for submission to the sole shareholders of Chilton Company and Chilton Holding Company, Inc., as required by the provisions of the General Corporation Law.

- 1. Merger. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the General Corporation Law, Chilton Company shall, on the Effective Date (as hereinafter defined), be merged with and into Chilton Holding Company, Inc. which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name "Chilton Holding Company, Inc." to be governed by the provisions of the General Corporation Law. The separate existence of Chilton Company (sometimes hereinafter referred to as the "Merging Corporation") shall cease on the Effective Date in accordance with the provisions of General Corporation Law.
- 2. <u>Certificate of Incorporation</u>. The Certificate of Incorporation of Chilton Holding Company, Inc. in force and effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed in the manner prescribed by the provisions of the General Corporation Law.
- 3. By-Laws. The By-Laws of Chilton Holding Company, Inc., as in force and effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and in the manner prescribed by the provisions of the General Corporation Law.

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Page 1 of 3

- 4. Board of Directors. From and after the Effective Date, the Directors of Chilton Holding Company, Inc. as in office immediately prior to the Effective Date shall be the Directors of the Surviving Corporation to hold such office, subject to the provisions of the General Corporation Law and Cortificate of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.
- 5. Officers. From and after the Effective Date, the officers of Chilton Holding Company, Inc. as in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation to hold such offices, subject to the provisions of the General Corporation Law and the Certificate of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.
- 6. Purposes. The Surviving Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Delaware and the purposes for which the Surviving Carporation is organized are as described in Chilton Holding Campany, Inc.'s Certificate of Incorporation, as may be amended, as in force and effect immediately prior to the Effective Date.
- Cancellation of Shares. As of the Effective Date and by virtue of the merger and without any action on the part of the sole shareholder of the Merging Corporation, all of the issued and outstanding shares of capital stock of the Merging Corporation shall be cancelled and cease to exist. As of the Effective Date, the authorized capitalization of the Surviving Corporation shall consist of 3,000 shares of common stock, no par value per share, and each issued and outstanding share of common stock, no par value per share, of Chilton Holding Company, Inc. shall continue to represent one share of common stock, no per value per share, of the Surviving Corporation.
- 8. Shareholder Action. Chilton Company and Chilton Holding Company. Inc. agree that they shall cause this Plan and Agreement of Morgor to be submitted to each corporation's respective shareholder for approval as required and in the manuer prescribed by the provisions of the General Corporation Law.
- 9. Effective Date. The Certificate of Ownership and Merger will be executed and filed in accordance with the General Corporation Law, at such time as is directed by the Secretary of Chilton Holding Company, Inc.. The merger shall become effective on December 30, 1998 (the "Effective Date"), provided that the Certificate of Ownership and Merger has been filed with the Delaware Secretary of State on or before such date.
- Effect of Merger. Upon the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature of the Merging Corporation and the Surviving Corporation; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest in real estate, or rights of any kind in any and all licenses and contracts vested in the Merging Corporation shall not revert or be in any way impaired by reason of the merger, the Surviving Corporation shall then be liable for all the liabilities and obligations of the Merging Corporation; any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger had not taken place, and neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

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Page 2 of 3

- Further Acts. In the event that this Plan and Agreement of Merger shall have been fully approved on behalf of Chilton Company and Chilton Holding Company, Inc. in the manner prescribed by the provisions of the General Corporation Law, Chilton Company and Chilton Holding Company, Inc. will cause to be executed and filed or recorded any document prescribed by the law of the State of Delaware and will cause to be performed all necessary acts within the State of Delaware and elsewhere to effective the merger. The Boards of Directors and duly elected officers of Chilton Company and Chilton Holding Company, Inc., respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file 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 Plan and Agreement of Merger.
- Termination and Abandonment. Notwithstanding the approval of this Plan and Agreement of Merger and of the merger by the respective shareholders of Chilton Company and Chilton Holding Company, Inc.:

 (a) this Plan and Agreement of Merger may be terminated and the merger may be abandoned, at any time prior to the filling of the Certificate of Merger in the office of the Secretary of State of Delaware by an instrument in writing signed by an authorized officer of Chilton Company and Chilton Holding Company, Inc., and upon authorization of the Boards of Directors of Chilton Company and Chilton Holding Company, Inc., and (b) subject to applicable law, this Plan and Agreement of Merger may be amended by an instrument in writing signed by an authorized officer of Chilton Company and Chilton Holding Company, Inc., and upon authorization of the respective Boards of Directors, provided that no amendment shall be so made which is materially adverse to the respective shareholders of Chilton Company and Chilton Holding Company, Inc.
- Counterparts. This Plan and Agreement of Margar may be executed in any number of counterparts and by any of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same documents.

IN WITNESS WHEREOF, this Plan and Agreement of Morger is duly executed by and on behalf of Chilton Company and Chilton Holding Company, Inc. as of the date first written above.

Attest:

Ry: Name:

Michael A. Feirstein

Title:

Secretary

Chilton Company

By: Name:

Bruce A. Barnet

Title:

President

Attest

By: Name:

Michael A. Fei

Title: Secretary

Chilton Holding Company, Inc.

By:

Name: Bruce A. Barne

Title:

President

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Page 3 of 3

CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Chilton Company, a Delaware corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein the Corporation is merged with and into Chilton Holding Company, Inc., a Delaware corporation and the sole shareholder of the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998

Charles P. Fontaine, Assistant Secretary

CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Chilton Holding Company, Inc., a Delaware corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein Chilton Company, a Delaware corporation, is merged with and into the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998

Charles P. Fontaine, Assistant Secretary

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 01:03 PM 12/23/1998 981498621 - 2077196

STATE OF DELAWARE CERTIFICATE OF OWNERSHIP AND MERGER

Merging
Chilton Company
into
Chilton Holding Company, Inc.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Chilton Holding Company, Inc., a corporation incorporated in the State of Delaware on December 3, 1985 (hereinafter the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY that: (a) the Corporation owns 100% of the capital stock of Chilton Company, a corporation incorporated in the State of Delaware on April 17, 1911 pursuant to the provisions of the General Corporation Law of the State of Delaware, (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 10th day of December 1998 the Corporation did determine to merge Chilton Company into itself, and (c) the following is a full and complete copy of said resolutions which have not been modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of Chilton Company, a corporation organized and existing under the laws of Delaware (hereinafter referred to as the "Merging Corporation"); and

WHEREAS, this Corporation desires to merge into itself the Merging Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said Merging Corporation effective as of December 30, 1998;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself the Merging Corporation and assume all liabilities and obligations of the Merging Corporation effective as of December 30, 1998 provided that the Certificate of Ownership and Merger is duly filed with the Secretary of State on or prior to December 30, 1998; and further

RESOLVED, that an authorized officer of this Corporation be and he/she hereby is authorized, empowered and directed to make and execute a certificate of ownership setting forth: (a) a copy of these resolutions authorizing the merger of the Merging Corporation into the Corporation and the assumption by the Corporation of all liabilities and obligations of the Merging Corporation, and (b) the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in the State of Delaware; and further

RESOLVED, that the proper officers and agents of the Corporation be, and they each hereby are, authorized, empowered and directed to take all such further action, to execute and deliver all such instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to make all such filings, as in their judgment shall be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions.

RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A thus forming a part of these resolutions (herein the "Plan") be, and it hereby is, approved and adopted.

RESOLVED, that the Board of Directors hereby recommends and submits the foregoing resolutions and Plan to the sole shareholder of the Corporation for its approval.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by an authorized officer of the Corporation, this 22 day of December 1998.

Chilton Holding Company,

Name: Michael A. Feirstein Title: Vice President

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CHILTON COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "CHILTON HOLDING COMPANY, INC." UNDER THE NAME OF "CHILTON HOLDING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 1:03 O'CLOCK P.M.



Edward I. Freel, Secretary of State

2077196 8100M

991007497

AUTHENTICATION: 9510100

DATE: 01-07-99

TRADEMARK

REEL: 001914 FRAME: 0244



Reed Elsevier Intellectual Property Management Services



01-20-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #01

CERTIFIED RRR

January 19, 1999



United States Patent and Trademark Office 2900 Crystal Drive Arlington, VA 22202-3513

RE: 1777830; 1188612; 1797817; 2091784; 2198865; 1921269; 2048478; 1161500; 750900 よっち/らるも多のよっち/442947

Gentlemen:

Enclosed please find a trademark ASSIGNMENT a check in the amount of 290.00.

Kindly acknowledge receipt of the enclosed by stamping and returning **BOTH** postcards. Please direct all future correspondence to the undersigned.

Very truly yours



Renee P. Simonton



Renee Simonton, President Reed Elsevier Intellectual Property Management Services Inc. 1105 North Market Street Wilmington, DE 19801

REEL: 001914 FRAME: 0245



Reed Elsevier Intellectual Property Management Services

WRITER'S DIRECT DIAL:

(302)427-9299 **Fax** (302)427-9954

June 1, 1999

Commissioner of Patents & Trademarks BOX ASSIGNMENTS Washington, DC 20231

RE:

Correction of Previously Recorded Assignment

Dear Sir:

Enclosed for filing in the USPTO, please find a Corrected Recordation Cover Sheet, copy of the Notice of Recordation of Assignment, and filing fee.

Please acknowledge receipt of same by returning the enclosed postcard.

Respectfully submitted,

ALESIA M. BROWN, JD

REEL: 001914 FRAME: 0246



MAY 03, 1999

PTAS

REED ELSEVIER INTELLECTUAL PROPERTY MANAGEMENT SERVICES INC. RENEE SIMONTON 1105 NORTH MARKET ST. WILMINGTON, DE 19801



ASSISTANT SECRETARY AND COMMISSIONER OF PATENTS AND TRADEMARKS Washington, D.C. 20231



UNITED STATES PATENT AND TRADEMARK OFFICE NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NCTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 01/20/1999

REEL/FRAME: 1848/0157 NUMBER OF PAGES: 9

BRIEF: MERGER

ASSIGNOR:

CHILTON COMPANY

DOC DATE: 12/23/1998 CITIZENSHIP: DELAWARE ENTITY: CORPORATION

ASSIGNEE:

CHILTON HOLDING COMPANY, INC.

275 WASHINGTON ST.

NEWTON, MASSACHUSETTS 02458

CITIZENSHIP: DELAWARE

ENTITY: CORPORATION

APPLICATION NUMBER: 75503680

REGISTRATION NUMBER:

FILING DATE: 06/17/1998

ISSUE DATE:

MARK: ENERGY USER NEWS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

1848/0157 PAGE 2

APPLICATION NUMBER: 75442947
REGISTRATION NUMBER:

FILING DATE: 03/02/1998

ISSUE DATE:

MARK: FOOD EXPLORER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74276046 FILING DATE: 05/18/1992 REGISTRATION NUMBER: 1777830 ISSUE DATE: 06/22/1993

MARK: ENERGY USER NEWS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73238681 FILING DATE: 11/09/1979 REGISTRATION NUMBER: 1188612 ISSUE DATE: 02/02/1982

MARK: FEM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74361134 FILING DATE: 02/22/1993 REGISTRATION NUMBER: 1797817 ISSUE DATE: 10/12/1993

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74674260 FILING DATE: 05/15/1995 REGISTRATION NUMBER: 2091784 ISSUE DATE: 08/26/1997

MARK: FOOD ENGINEERING'S FOOD MASTER

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75149429 FILING DATE: 08/13/1996 REGISTRATION NUMBER: 2198865 ISSUE DATE: 10/20/1998

MARK: FOOD ENGINEERING'S PLANT TECH

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74554993 FILING DATE: 07/29/1994 REGISTRATION NUMBER: 1921269 ISSUE DATE: 09/19/1995

MARK: FOOD FORMULATING

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75086319 FILING DATE: 04/10/1996 REGISTRATION NUMBER: 2048478 ISSUE DATE: 03/25/1997

MARK: FOR DISTRIBUTORS ONLY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73208553 FILING DATE: 03/23/1979 REGISTRATION NUMBER: 1161500 ISSUE DATE: 07/14/1981

MARK: EASY CAR CARE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

1848/0157 PAGE 3

APPLICATION NUMBER: 72115220 FILING DATE: 03/09/1961 REGISTRATION NUMBER: 0750900 ISSUE DATE: 06/11/1963

MARK: FOOD ENGINEERING

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TONYA LEE, EXAMINER ASSIGNMENT DIVISION OFFICE OF PUBLIC RECORDS

RECORDED: 06/07/1999