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U.S. Patent & TMO/TM Mail Rpt Dt. #11

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record the attached original documents or copy hereof.

1. Name of conveying party(ies): International Thomson Publishing Corporation
Individual(s) Association
General Partnership Limited Partnership
X Corporation-State New York
Other

2. Name and address of receiving party(ies):
Name: Thomson Publishing Corporation
Address: 32 Loockerman Square - Suite L-100
Dover, Delaware 19901

Individual(s) citizenship
Association
General Partnership
Limited Partnership
X Corporation-State Delaware
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
Yes No
Designations must be a separate document from Assignment
Additional name(s) & addresses attached?
Yes No

3. Nature of conveyance:
Assignment X Merger
Security Agreement X Change of Name
Other
Execution Date: December 13, 1989

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,759,777 1,761,262
Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lawrence E. Apolzon
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017

6. Total number of applications and registration involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00
X Enclosed
X Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:
23-0825-0576900
(Attach duplicate copy of this page if paying by deposit account)

07/26/1999 DNGUYEN 00000268 1759777

01 FC:481 40.00 OP
02 FC:482 25.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lawrence E. Apolzon
Name of Person Signing

Signature

7/21/99
Date

Total number of pages comprising cover sheet:



State of DELAWARE

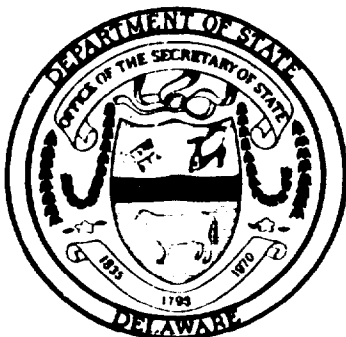


Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on December 13, 1989

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Michael Harkins
Michael Harkins, Secretary of State

BY: *M. Mafurser*

DATE: April 19, 1991

AGREEMENT OF MERGER
OF
INTERNATIONAL THOMSON PUBLISHING CORPORATION
(a New York Corporation)
AND
MITCHELL INTERNATIONAL, INC.
(a Delaware Corporation)

AGREEMENT OF MERGER entered into on November 15, 1989 by International Thomson Publishing Corporation, a business corporation of the State of New York, and approved by resolution adopted by its Board of Directors on said date, and entered into on November 15, 1989 by Mitchell International, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS International Thomson Publishing Corporation is a business corporation of the State of New York with its registered office therein located at The Prentice-Hall Corporation System, Inc., One Gulf & Western Plaza, New York, NY 10023-7773; and

WHEREAS, the total number of shares of stock which International Thomson Publishing Corporation has authority to issue is 3000 shares, all of which are of one class and have no par value.

WHEREAS, Mitchell International, Inc. is a business corporation of the State of Delaware with its registered office therein located at The Prentice-Hall Corporation System, Inc., 32 Loockerman Square, Suite L-100, Dover, Delaware, 19901.

WHEREAS, the total number of shares of stock which Mitchell International, Inc. has authority to issue is 1000 shares, all of which are of one class and have par value of \$1.00 each;

WHEREAS, the New York Business Corporation Law permits a merger of a business corporation of the State of New York with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another

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jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, International Thomson Publishing Corporation and Mitchell International, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge International Thomson Publishing Corporation with and into Mitchell International, Inc. pursuant to the provisions of the New York Business Corporation Law and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by International Thomson Publishing Corporation and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Mitchell International, Inc. and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. International Thomson Publishing Corporation and Mitchell International, Inc. pursuant to the provisions of the New York Business Corporation Law and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Mitchell International, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Thomson Publishing Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of International Thomson Publishing Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the New York Business Corporation Law.

2. The Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware. Article 1 of the present Certificate of Incorporation of the surviving corporation,

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relating to the name of said corporation is hereby amended and changed so as to read as follows:

ARTICLE 1

The name of the Corporation is "Thomson Publishing Corporation."

3. The present By-laws of the surviving corporation will be the By-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the New York Business Corporation Law and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New York and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of New York and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 for.

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8. The effective time of this Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be January 1, 1990.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: November 15, 1989.

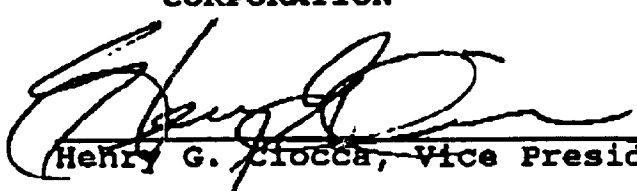
MITCHELL INTERNATIONAL, INC.

By 
Peter Hanson, its Senior Vice
President

ATTEST:


John Petrino, Secretary

INTERNATIONAL THOMSON PUBLISHING
CORPORATION


Henry G. Ciocca, Vice President

ATTEST:


Con A. Rusling, Assistant Secretary

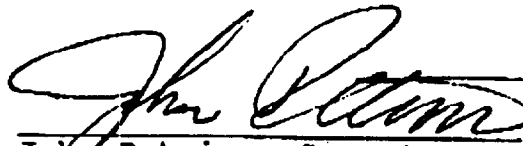
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CERTIFICATE OF SECRETARY OF MITCHELL INTERNATIONAL, INC.

The undersigned, being the Secretary of Mitchell International, Inc., does hereby certify that the holder of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: November 15, 1989


John Petrino, Secretary

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RECORDED
PATENT AND TRADEMARK
OFFICE

MAY - 6 1991