

Form PTO 1594
(Rev. 03/01)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Charles D. Spencer & Associates, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> (Illinois) <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Aspen Publishers, Inc.</p> <p>Internal Address:</p> <p>Street Address: 1185 Avenue of the Americas, 37th Floor</p> <p>City: New York State: NY Zip: 10036</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (Delaware) <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designated is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other</p> <p>Execution Date: December 11, 2002</p>	

<p>4. Application number(s) or patent number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 994,744 (Our File No. 1857T004) 991,428 (Our File No. 1857T005)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carolyn M. Vicino Internal Address: Wallenstein Wagner & Rockey, Ltd. Street Address: 311 South Wacker Drive, 53rd Floor Chicago, IL 60606-6630</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41):\$65.00 Enclosed Check No. _____</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 23-0280 (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Reg. No. 30,861 - Linda A. Kuczma
Name and Registration No. of Person Signing
WWR File Nos: 1857T004 & 1857T005 - 203885

Linda A. Kuczma
Signature

July 28, 2004
Date

Total number of pages including cover sheet, attachments, and documents 4

CERTIFICATE OF FACSIMILE TRANSMISSION -- WWR File Nos: 1857T004 & 1857T005

I HEREBY CERTIFY THAT THE PRECEDING DOCUMENT AND EXECUTED CERTIFICATE OF OWNERSHIP AND MERGER ARE BEING FACSIMILE TRANSMITTED FOR RECORDING TO THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM AT THE U.S. PATENT AND TRADEMARK OFFICE AT 703-703-306-5985 ON JULY 28, 2004.

Carolyn M. Vicino
Carolyn M. Vicino, Intellectual Property Partner

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Delaware

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The First State

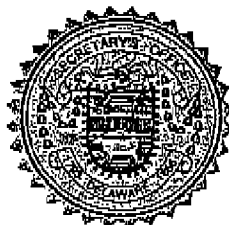
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CHARLES B. SPENCER & ASSOCIATES, INC.," A ILLINOIS CORPORATION,

WITH AND INTO "ASPEN PUBLISHERS, INC." UNDER THE NAME OF "ASPEN PUBLISHERS, 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. 2002, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2169019.

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DATE TRADEMARK

REEL: 002903 FRAME: 0140

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CHARLES D. SPENCER & ASSOCIATES, INC.

INTO

ASPEN PUBLISHERS, INC.

Aspen Publishers, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 9th day of December 1985, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of Charles D. Spencer & Associates, Inc. a corporation incorporated on the day 1st of November 1946, pursuant to the laws of the State of Illinois.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 11th day of December 2002, determined to merge into itself said Charles D. Spencer & Associates, Inc.:

RESOLVED that the Corporation merge, and it hereby does merge into itself Charles D. Spencer & Associates, Inc. and assumes all of its obligations;

and

FURTHER RESOLVED that the merger shall be effective as of December 31, 2002;

and

FURTHER RESOLVED that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Charles D. Spencer & Associates, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger;

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and

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Aspen Publishers, Inc. has caused this Certificate to be signed by Dale C. Gordon, its Asst. Secretary, this 11th day of December 2002.


By _____
Dale C. Gordon, Asst. Secretary

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TOTAL P.08

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