

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/07/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Real Estate Media, Inc.		03/07/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ALM Media Holdings, Inc.
Street Address:	345 Park Avenue South
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	74662968	REAL ESTATE FORUM
Serial Number:	75205278	REAL ESTATE FORUM ON-LINE
Serial Number:	74551339	REAL ESTATE NEW YORK
Serial Number:	73336978	REAL ESTATE FORUM

CORRESPONDENCE DATA

Fax Number: (215)965-1210
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (215) 965-1200
 Email: dballantyne@akingump.com
 Correspondent Name: Jordan A. LaVine
 Address Line 1: 2005 Market Street
 Address Line 2: One Commerce Sq.
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-7013

NAME OF SUBMITTER: Jordan A. LaVine

TRADEMARK

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Signature:	/Jordan A. LaVine/
Date:	09/12/2005
Total Attachments: 8 source=312_REAL_ALM MEDIA#page1.tif source=312_REAL_ALM MEDIA#page2.tif source=312_REAL_ALM MEDIA#page3.tif source=312_REAL_ALM MEDIA#page4.tif source=312_REAL_ALM MEDIA#page5.tif source=312_REAL_ALM MEDIA#page6.tif source=312_REAL_ALM MEDIA#page7.tif source=312_REAL_ALM MEDIA#page8.tif	

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of March 7, 2005 (the "Effective Date"), among ALM Media Holdings, Inc., a Delaware corporation (the "Company"), and Real Estate Media, Inc., a Delaware corporation (the "Target"), and each of the stockholders of the Target listed on Schedule 1 hereto (each a "Stockholder" and, together, the "Stockholders").

RECITALS

WHEREAS, the Stockholders collectively own all the common stock, par value \$0.01 per share (the "Common Stock"), of the Target, which shares constitute as of the date hereof, all of the issued and outstanding capital stock of the Target;

WHEREAS, the respective Boards of Directors of the Company and the Target have determined that it is advisable and in the best interest of their respective stockholders for the Company to acquire all of the Target's outstanding capital stock, and consequently have each approved the acquisition of the Target by means of a merger of the Target with and into the Company (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, the Boards of Directors of each of the Company and the Target have approved this Agreement and the transactions contemplated hereby in accordance with the General Corporation Law of the State of Delaware (the "Delaware Law") and declared the advisability and resolved to recommend approval of the Merger and approval and adoption of this Agreement by the stockholders of each of the Company and the Target, respectively.

WHEREAS, the Company, the Target and the Stockholders desire to make certain representations, warranties, covenants and agreements in connection with this Agreement.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Company, Target and the Stockholders hereby agree as follows:

1. Merger.

(a) Surviving Corporation. At the Effective Time (as defined below) and subject to and upon the terms and conditions of this Agreement and Delaware Law, the Target shall be merged with and into the Company and the separate corporate existence of the Target shall cease. The Company shall continue as the surviving corporation in the Merger (sometimes referred to as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of the Company with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger.

(b) Closing. The consummation of the Merger will take on the Effective Date, at the principal offices of the Company, unless another date and time or place is agreed to in writing by the parties hereto.

2. Effectiveness. On the Effective Date, the parties hereto shall cause the Merger to be consummated by filing a certificate of merger as contemplated by Delaware Law (the "Certificate of Merger"), in such form as required by, and executed in accordance with the relevant provisions of Delaware Law and the Merger shall become effective at such time (the "Effective Time").

3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Certificate of Merger and the applicable provisions of Delaware Law. Without limiting the generality of the foregoing and subject thereto, at the Effective Date, all the property, rights, privileges, powers and franchises of the Company and Target shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Target shall become the debts, liabilities and duties of the Surviving Corporation.

4. Certificate of Incorporation, By-Laws.

(a) Certificate of Incorporation. At the Effective Time, the Amended and Restated Certificate of Incorporation of the Company (the "Surviving Corporation Certificate of Incorporation") as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by Delaware Law and such Amended and Restated Certificate of Incorporation.

(b) By-Laws. At the Effective Time, the By-Laws of the Company, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until thereafter amended as provided by Delaware Law, the Surviving Corporation Certificate of Incorporation and such By-Laws.

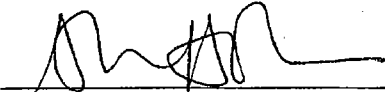
5. Directors and Officers. At the Effective Time, the directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Surviving Corporation Certificate of Incorporation and its By-Laws, and the officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation Certificate of Incorporation or its By-Laws.

6. Effect on Capital Stock. By virtue of the Merger and without any action on the part of the Company, the Target, the Stockholders or the stockholders of the Company (other than as set forth in this Section 6):

(a) Merger Consideration.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered effective as of the date first above written.

ALM MEDIA HOLDINGS, INC.

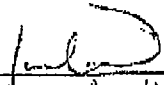
By: 
Name: Allison Hoffman
Title: VP

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TRADEMARK

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REAL ESTATE MEDIA, INC.

By: 
Name: Jonathan S. Cohen
Title: Pres & CEO

U.S. EQUITY PARTNERS, L.P.

By: WP Management Partners L.L.C., its
General Partner

By: _____
Name:
Title:

U.S. EQUITY PARTNERS (OFFSHORE),
L.P.

By: WP Management Partners L.L.C., its
General Partner

By: _____
Name:
Title:

REAL ESTATE MEDIA, INC.

By: Robert Mersten
Name: Robert Mersten
Title: Assistant Secretary

U.S. EQUITY PARTNERS, L.P.

By: WP Management Partners L.L.C., its
General Partner

By: [Signature]
Name: David Berman
Title:

U.S. EQUITY PARTNERS (OFFSHORE),
L.P.

By: WP Management Partners L.L.C., its
General Partner

By: [Signature]
Name: David Berman
Title:

BANCBOSTON INVESTMENTS, INC.

By: WP Management Partners L.L.C., its proxy and attorney-in-fact

By: [Signature]
Name: WP Management
Title

GLOBAL INDUSTRIAL ENTERPRISES LIMITED

By: WP Management Partners L.L.C., its proxy and attorney-in-fact

By: [Signature]
Name: WP Management
Title:

REM OFFSHORE HOLDINGS, INC.

By: WP Management Partners L.L.C., its proxy and attorney-in-fact

By: [Signature]
Name: WP Management
Title:

KUWAIT FINANCIAL CENTRE S.A.K.

By: WP Management Partners L.L.C., its proxy and attorney-in-fact

By: [Signature]
Name: WP Management
Title:

OASIS DIRECT VENTURE #8

By: WP Management Partners L.L.C., its proxy and attorney-in-fact

By: *[Signature]*
Name: *WP PARTNERS*
Title:

REAL ESTATE MEDIA EMPLOYEE PARTNERS, LLC

By: WP Management Partners L.L.C., its proxy and attorney-in-fact

By: *[Signature]*
Name: *WP PARTNERS*
Title:

JONATHAN SCHEIN

By: WP Management Partners L.L.C., its
proxy and attorney-in-fact

By:


Name: Jonathan A. Schein
Title: Pres & CEO

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