

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 08/13/2001 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------|----------|----------------|-----------------------|
| The Advisory Board Company | | 08/10/2001 | CORPORATION: MARYLAND |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------|
| Name: | ABC MERGE CO. |
| Street Address: | 600 New Hampshire Ave., N.W. |
| City: | Washington |
| State/Country: | DISTRICT OF COLUMBIA |
| Postal Code: | 20037 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 11

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------------|
| Registration Number: | 2106489 | THE ADVISORY BOARD |
| Registration Number: | 2106050 | THE ADVISORY BOARD |
| Registration Number: | 3024937 | THE ADVISORY BOARD TH:2 |
| Registration Number: | 2699618 | THE ADVISORY BOARD TH:2 |
| Registration Number: | 2029400 | THE HEALTH CARE INDUSTRY COMMITTEE |
| Registration Number: | 2029405 | THE HEALTH CARE INDUSTRY COMMITTEE |
| Registration Number: | 2486271 | H*WORKS |
| Registration Number: | 2029404 | COUNCIL OF INTERNATIONAL HOSPITALS |
| Registration Number: | 2029402 | COUNCIL OF INTERNATIONAL HOSPITALS |
| Registration Number: | 2082626 | HEALTH CARE ADVISORY BOARD |
| Registration Number: | 2106490 | HEALTH CARE ADVISORY BOARD |

CORRESPONDENCE DATA

900181727

**TRADEMARK
 REEL: 004456 FRAME: 0363**

OP \$290.00 2106489

Fax Number: (612)332-9081
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612.332.5300
Email: lstrom@merchantgould.com
Correspondent Name: Merchant & Gould P.C.
Address Line 1: P.O. Box 2910
Address Line 4: Minneapolis, MINNESOTA 55402-0910

| | |
|-------------------------|-------------------------|
| ATTORNEY DOCKET NUMBER: | 16608.00000001 |
| NAME OF SUBMITTER: | Christopher J. Schulte |
| Signature: | /Christopher J.Schulte/ |
| Date: | 01/19/2011 |

Total Attachments: 5

source=Merger Document from a Maryland Corporation to a Delaware Corporation#page1.tif
source=Merger Document from a Maryland Corporation to a Delaware Corporation#page2.tif
source=Merger Document from a Maryland Corporation to a Delaware Corporation#page3.tif
source=Merger Document from a Maryland Corporation to a Delaware Corporation#page4.tif
source=Merger Document from a Maryland Corporation to a Delaware Corporation#page5.tif

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

5. at Dover, Delaware

6. the sixteenth day of August, A.D. 2010

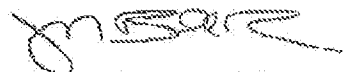
7. by Secretary of State, Delaware Department of State

8. No. 0421672

9. Seal/Stamp:



10. Signature:


Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"THE ADVISORY BOARD COMPANY", A MARYLAND CORPORATION, WITH AND INTO "ABC MERGE CO." UNDER THE NAME OF "THE ADVISORY BOARD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



3424406 8100M

100831849

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8174448

DATE: 08-16-10

TRADEMARK
REEL: 004456 FRAME: 0366

CERTIFICATE OF MERGER
of
THE ADVISORY BOARD COMPANY
(a Maryland corporation)
into
ABC MERGE CO.
(a Delaware corporation)

Pursuant to Section 252 of the Delaware General Corporation Law.

It is hereby certified that:

1. The constituent corporations participating in the merger herein certified are:
 - (i) The Advisory Board Company, which is incorporated under the laws of the State of Maryland (the "Company"); and
 - (ii) ABC MERGE CO., which is incorporated under the laws of the State of Delaware (the "Successor").
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law. There are no officers of the corporation therefore the sole director is signing on behalf of the corporation.
3. The name of the surviving corporation in the merger herein certified is ABC MERGE CO., which will continue its existence as said surviving corporation under the name "The Advisory Board Company" upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
4. On the effective date of the merger herein certified, Article FIRST of the Successor's Certificate of Incorporation of the Successor shall be deleted in its entirety and replaced as follows:

"FIRST: Name. The name of the corporation (hereinafter referred to as the "Corporation") is The Advisory Board Company."

No other amendments to the Successor's Certificate of Incorporation shall be effected by the Merger.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the Successor, the address of which is as follows:

600 New Hampshire Avenue, NW
Washington, DC 20037

6. A copy of the aforesaid Agreement of Merger will be furnished by the Successor, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.
7. The authorized capital stock of the Company consists of 1,000 shares of Class A Voting Common Stock, par value \$0.01 per share; 1,399,000 shares of Class B Nonvoting Common Stock, par value \$0.01 per share.

[Signature Page Follows.]

IN WITNESS WHEREOF, this Certificate of Merger, pursuant to Section 252 of the Delaware General Corporation Law, is hereby signed on behalf of the Company by its Chief Executive Officer, and on behalf of the Successor, by its Sole Director.

Dated: August 10, 2001

The Company:

THE ADVISORY BOARD COMPANY, a
Maryland corporation

By Frank Williams

Name: Frank J. Williams
Title: Chief Executive Officer

The Successor:

ABC MERGE CO., a Delaware corporation

By David L. Felsenthal

Name: David L. Felsenthal
Title: Sole Director

80189017_1.DOC