

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/14/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Scott Publishing, Inc.		04/14/2005	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Oakstone Publishing, LLC
Street Address:	10 New King Street, Suite 102
Internal Address:	c/o Hights Cross Communications, Inc.
City:	White Plains
State/Country:	NEW YORK
Postal Code:	10604
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2180185	PERSONAL BEST
Registration Number:	1678537	BODY BULLETIN

CORRESPONDENCE DATA

Fax Number: (617)523-1231
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617.570.1292
 Email: mrovner@goodwinprocter.com
 Correspondent Name: Miriam J. Rovner, Senior Paralegal
 Address Line 1: Goodwin Procter LLP
 Address Line 2: Exchange Place, 53 State Street
 Address Line 4: Boston, MASSACHUSETTS 02109

NAME OF SUBMITTER:	Miriam J. Rovner
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CH \$65.00 2180185

Signature:

/mjr/

Date:

05/16/2005

Total Attachments: 3

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Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"SCOTT PUBLISHING, INC.", A WASHINGTON CORPORATION,
WITH AND INTO "OAKSTONE PUBLISHING, LLC" UNDER THE NAME OF
"OAKSTONE PUBLISHING, LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF
APRIL, A.D. 2005, AT 5:06 O'CLOCK P.M.



2717321 8100M

050304601

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3814112

DATE: 04-15-05

TRADEMARK

REEL: 003084 FRAME: 0471

CERTIFICATE OF MERGER

MERGING

SCOTT PUBLISHING, INC.,
 a Washington corporation

WITH AND INTO

OAKSTONE PUBLISHING, LLC,
 a Delaware limited liability company

Pursuant to the Washington Business Corporation Act and Sec. 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

FIRST: That the name and jurisdiction of formation or organization of each of the entities which are to merge are:

<u>Name</u>	<u>State of Organization</u>
Scott Publishing, Inc.	Washington
Oakstone Publishing, LLC	Delaware

SECOND: That an Agreement and Plan of Merger providing for the merger (the "Merger") of Scott Publishing, Inc. ("Scott"), a Washington Corporation with and into Oakstone Publishing, LLC, a Delaware limited liability company (the "Surviving Company") has been approved and executed by each of Scott Publishing and the Surviving Company in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving limited liability company of the Merger is "Oakstone Publishing, LLC".

FOURTH: That the executed Agreement of Merger is on file at the office of the Surviving Company, the address of which is c/o Hights Cross Communications, Inc., 10 New King Street, Suite 102, White Plains, NY 10604.

FIFTH: That a copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any member or shareholder to any constituent entity to the merger.

SIXTH: That this Certificate of Merger shall be effective upon filing of this Certificate with the Secretary of State of the State of Delaware.

(Signature Page Follows)

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 14th day of April, 2005, and is being filed in accordance with Section 18-209 of the Delaware Limited Liability Company Act by an authorized person of the Surviving Company.

OAKSTONE PUBLISHING, LLC, a Delaware limited liability company

By: HAIGHTS CROSS OPERATING COMPANY

Its: Member

By: 

Name: Paul J. Crecca

Its: Executive Vice President and Chief Financial Officer

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TOTAL P. 03