

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/20/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CME Info.com, Inc.		06/17/2005	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Oakstone Publishing, LLC
Street Address:	6801 Cahaba Valley Road
City:	Birmingham
State/Country:	ALABAMA
Postal Code:	35242
Entity Type:	Limited liability company: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2177834	THE NATIONAL CENTER FOR ADVANCED MEDICAL EDUCATION
Registration Number:	2945593	CMEINFO.COM
Registration Number:	2212054	CMEVIDEO
Registration Number:	2220663	SOUNDCME

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: Goodwin Procter LLP
 Address Line 1: Exchange Place, 53 State Street
 Address Line 2: Att: Miriam J. Rovner, Senior Paralegal
 Address Line 4: Boston, MASSACHUSETTS 02109-2881

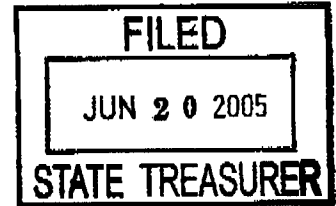
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NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/mjr/
Date:	08/25/2005
Total Attachments: 8 source=CME Oakstone NJ Merger#page1.tif source=CME Oakstone NJ Merger#page2.tif source=CME Oakstone NJ Merger#page3.tif source=CME Oakstone NJ Merger#page4.tif source=CME Oakstone NJ Merger#page5.tif source=CME Oakstone NJ Merger#page6.tif source=CME Oakstone NJ Merger#page7.tif source=CME Oakstone NJ Merger#page8.tif	

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CERTIFICATE OF MERGER

MERGING

CME INFO.COM, INC., - 0100 771 640
a New Jersey corporation

WITH AND INTO

OAKSTONE PUBLISHING, LLC, - 0600239875
a Delaware limited liability company

TO: THE DEPARTMENT OF TREASURY
STATE OF NEW JERSEY

Pursuant to the provisions of Sections 14A:10-1 of the Business Corporation Act of the State of New Jersey, Sections 42:2A and 42:2B of the NISA and Sec. 18-209 of the Delaware Limited Liability Company Act, CME Info.com, Inc., a New Jersey corporation and Oakstone Publishing, LLC, a Delaware limited liability company, do hereby certify:

FIRST: That CME Info.com, Inc. (the "Merging Entity"), is formed and operating under the Business Corporation Act of the State of New Jersey (New Jersey corporate I.D. number: 0100771640), and that Oakstone Publishing, LLC (the "Surviving Corporation"), is organized and existing pursuant to the Delaware Limited Liability Company Act.

SECOND: That the Board of Directors and Shareholders of each of the Merging Entity and the Surviving Corporation each have duly adopted, approved, certified, executed and acknowledged by each constituent entity by unanimous written consents, dated as of June 17, 2005, the Agreement and Plan of Merger attached hereto as Exhibit A, to merge the Merging Entity with and into the Surviving Corporation on the conditions set forth in the Agreement and Plan of Merger.

THIRD: That the Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at c/o Haight Cross Communications, Inc., 10 New King Street, Suite 102, White Plains, NY 10604, and that a copy of the Agreement and Plan of Merger will be furnished, at the cost of the Surviving Corporation, to the shareholders of the Merging Entity upon its request.

FOURTH: The Surviving Corporation will continue its existence as the surviving entity under its present name pursuant to the Business Corporation Act of the State of New Jersey.

FIFTH: That the effective date of the merger shall be upon the filing of this Certificate of Merger (the "Effective Date").

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SIXTH: That immediately prior to the Effective Date, the Surviving limited liability company has (i) authorized 100 units of membership interest and (ii) issued and outstanding 100 units of membership interest. That immediately prior to the Effective Date, the Merging Entity has (i) authorized 2,850 shares of capital stock, no par value per share, and (ii) issued and outstanding 1,000 shares of capital stock, of which 1,000 shares have voted to adopt and ratify the Agreement and Plan of Merger.

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IN WITNESS WHEREOF, said Surviving Corporation and said Merging Entity have caused this Certificate of Merger to be signed by each of their respective officers this 17th day of June, 2005.

Surviving Corporation:

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

Merging Corporation:

CME INFO.COM, INC

By: 

Name: Paul J. Crecca

Its: President

[New Jersey Certificate of Merger between CME Info.com, Inc. and Oakstone Publishing, LLC]

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EXHIBIT A**AGREEMENT AND PLAN OF MERGER****BY AND BETWEEN****CME INFO.COM, INC.**
a New Jersey corporation**AND****OAKSTONE PUBLISHING, LLC**
a Delaware limited liability company

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is made and entered into as of June 17, 2005 by and among CME Info.com, Inc., a New Jersey corporation ("Merging Company"), and Oakstone Publishing, LLC, a Delaware limited liability company ("Surviving Company").

WHEREAS, the Merging Company is a corporation duly organized and existing under the laws of the State of New Jersey and the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Delaware;

WHEREAS, the Board of Directors of the Merging Company and the Member of the Surviving Company have determined that it is advisable and to the advantage of each of the Merging Company and the Surviving Company to merge upon the terms and conditions herein provided, in accordance with the applicable provisions of the statutes of the State of Washington and the State of Delaware;

WHEREAS, the Board of Directors of the Merging Company and the Member of the Surviving Company, as required by the applicable provisions of the New Jersey Business Corporation Act ("NJBCA") and the Delaware Limited Liability Company Act ("DLLCA"), have approved and adopted this Merger Agreement;

WHEREAS, the Board of Directors of the Merging Company, as required by the applicable provisions of the NJBCA, has recommended that its shareholder approve and adopt this Merger Agreement; and

WHEREAS, the shareholder of the Merging Company, as required by the applicable provisions of the NJBCA, has approved and adopted this Merger Agreement.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Merging Company and the Surviving Company agree to merge as follows:

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ARTICLE I

The Merger

1.01 The Merger. In accordance with the provisions of this Merger Agreement and the NJBCA and the DLLCA, the Merging Company will be merged with and into the Surviving Company (the "Merger") at the Effective Time (as hereinafter defined). Following the Effective Time, the identity and separate existence of the Merging Company shall cease and all of the rights, titles, privileges, powers, franchises, properties, and assets of the Merging Company shall be vested in the Surviving Company, and all debts and liabilities, or duties of the Merging Company shall attach to the Surviving Company, and, following the Effective Time, the Surviving Company shall continue its existence as a limited liability company, and the identity, rights, titles, privileges, powers, franchises, properties and assets of the Surviving Company shall continue unaffected and unimpaired by the Merger.

1.02 Effective Time and Date. The Merger shall be effected by the filing of a Certificate of Merger (the "Certificate of Merger"), together with any other documents required to be filed to consummate the Merger, with the Secretary of State of the State of Delaware. The term "Effective Time" shall mean the time of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

1.03 Certificate of Formation. The Certificate of Formation of the Surviving Company, as in effect at the Effective Time, shall be the Certificate of Formation of the Surviving Company until thereafter changed or amended as provided therein or by applicable law.

1.04 Limited Liability Company Agreement. The Limited Liability Company Agreement of the Surviving Company as in effect at the Effective Time shall be its Limited Liability Company Agreement until thereafter changed or amended as provided therein, by the Certificate of Formation of the Surviving Company, or by applicable law.

1.05 Purposes. The purposes of the Surviving Company shall be as set forth in the Limited Liability Company Agreement of the Surviving Company as in effect at the Effective Time until such time as such purposes may be changed or amended as provided in the Limited Liability Company Agreement of the Surviving Company and by applicable law.

1.06 Cancellation of Common Stock; Membership Interests. As of the Effective Time, all of the issued and outstanding common stock, [\$10.00 par value per share], of the Merging Company shall be canceled, and the beneficial interests in the Surviving Company outstanding immediately prior to the Merger shall remain issued and outstanding until the earlier of their redemption, cancellation or change by operation of law.

1.07 Additional Actions. If, at any time on and after the Effective Time, the Surviving Company or its successors and assigns shall consider or be advised that any further assignments or assurances in law or any organizational or other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Company title to and possession of any property or right of the Merging Company acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of the Merger Agreement, the

Merging Company and its directors, officers and shareholders shall be deemed to have granted to the Surviving Company an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Company and otherwise to carry out the purposes of the Merger Agreement; and the Members of the Surviving Company are fully authorized in the name of the Merging Company or otherwise to take any and all such action.

1.08 Tax Treatment. The Merger shall be treated for federal income tax purposes as a complete liquidation of the Merging Company into Hights Cross Operating Company, the parent of the Merging Company and sole member of the Surviving Company, and such liquidation shall be subject to the provisions of Section 332 of the Internal Revenue Code of 1986, as amended. This Merger Agreement shall constitute the Plan of complete liquidation.

ARTICLE II

Amendment and Abandonment; Consent to Service of Process

2.01 Amendment and Abandonment. Subject to applicable law, at any time prior to the Effective Time, the officer(s) and director(s) of the Merging Company and the Member of the Surviving Company may amend or abandon the Merger Agreement, without the vote of the constituent members.

2.02 Consent to Service of Process. The Surviving Company hereby consents and agrees, effective as of the Effective Time, as follows:

(a) that it may be sued and served with process in the State of New Jersey in any proceeding for the enforcement of the rights, if any, of a dissenting shareholder of the Merging Company against the Surviving Company;

(b) that it may be sued and served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of the Merging Company;

(c) that it irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any proceeding described in (a) and (b) above;

and the post office address within or without this state to which the Secretary of State shall mail a copy of any process against the Surviving Company served upon him or her is:

c/o CT Corporation System
1209 Orange Street
Wilmington, DE
New Castle County

and;

(d) that it will promptly pay to the dissenting shareholders of the Merging Company the amount, if any, to which they shall be entitled under the provisions of the NJBCA with respect to the rights of dissenting shareholders.

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IN WITNESS WHEREOF, this Merger Agreement is hereby executed as of the date first above written on behalf of the Merging Company and the Surviving Company.

SURVIVING COMPANY

OAKSTONE PUBLISHING, LLC, a Delaware limited liability company

By: HAIGHTS CROSS OPERATING COMPANY

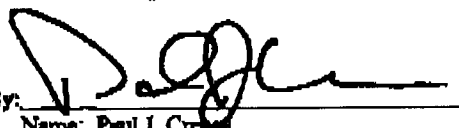
Its Member

By: 

Name: Paul J. Crocca
Its: Executive Vice President and Chief Financial Officer

MERGING COMPANY

CME INFO.COM, INC., a New Jersey corporation

By: 

Name: Paul J. Crocca
Its: President

[Agreement and Plan of Merger between CME Info.com, Inc. and Oakstone Publishing, LLC]