

08-21-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102530896

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Sundance Publishing, LLC
8-18-03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Limited liability company - Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Sundance/Newbridge Educational Publishing, LLC
Internal Address: C/o Hights Cross Communications, Inc.
Street Address: 10 New King Street, Suite 110
City: White Plains State: NY Zip: 10604
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Limited liability company - Delaware

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 08/12/2003

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached Trademark Schedule
Additional number(s) attached

B. Trademark Registration No.(s) See attached Trademark Schedule
Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Miriam J. Rovner, Senior Legal Assistant
Internal Address:
Street Address: Goodwin Procter LLP Exchange Place
City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 17
7. Total fee (37 CFR 3.41) \$440.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 07-1700
(Attach duplicate copy of this page if paying by deposit account)

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.
Marina I. Cardoso
Signature: Marina I. Cardoso Date: August 18, 2003

08/20/2003 LNUELLER 00000098 071700 2504156 Total number of pages include cover sheet, attachments, and document: 5

01 FC:8521 40.00 DA
02 FC:8522 400.00 DA

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CPI #1703/229
LIBC/1781833.1

TRADEMARK
REEL: 002805 FRAME: 0124

TRADEMARK SCHEDULE

Sundance Publishing, LLC

<u>Trademark</u>	<u>Application/ Registration No.</u>	<u>Application/ Registration Date</u>
NEWBRIDGE DESCUBRIMIENTOS	2504156	November 6, 2001
NEWBRIDGE LITTLE BOOKS FOR LITTLE HANDS	2459684	June 12, 2001
NEWBRIDGE DISCOVERY LINKS	2354616	June 6, 2000
NEWBRIDGE DISCOVERY STATION	2402572	November 7, 2000
NEWBRIDGE	1735677	November 24, 1992
NEWBRIDGE	1757761	March 9, 1993
NEWBRIDGE	1799967	October 19, 1993
LITTLE READER TWIN TEXTS	76/376018	February 27, 2002
Design Only (Class 9)	76/448558	September 11, 2002
Design Only (Class 16)	2736468	July 15, 2003
TWIN TEXTS	2692730	March 4, 2003
SECOND CHANCE READING	2489133	September 11, 2001
ALPHAKIDS and Design	2216549	January 5, 1999
LIFT LITERATURE IS FOR THINKING and Design	2225675	February 23, 1999
NOVEL IDEAS	2231963	March 16, 1999
CHAPTER BY CHAPTER and Design	2228067	March 2, 1999
LEAP (Stylized)	1347689	July 9, 1985

LIBC/1781837.1

Delaware

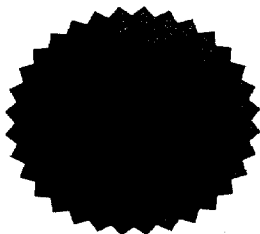
PAGE 1

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:

"NEWBRIDGE EDUCATIONAL PUBLISHING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SUNDANCE PUBLISHING, LLC" UNDER THE NAME OF "SUNDANCE/NEWBRIDGE EDUCATIONAL 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 TWELFTH DAY OF AUGUST, A.D. 2003, AT 4:19 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2911080 8100M

AUTHENTICATION: 2580500

030526377

DATE: 08-13-03

TRADEMARK
REEL: 002805 FRAME: 0126

CERTIFICATE OF MERGER
OF
NEWBRIDGE EDUCATIONAL PUBLISHING, LLC
INTO
SUNDANCE PUBLISHING, LLC

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act") as amended, the undersigned surviving limited liability company submits the following Certificate of Merger (the "Certificate of Merger") for filing and certifies that:

1. The name and jurisdiction of formation of each of the limited liability companies which is to merge (the "Merger") are:

<u>Name</u>	<u>Jurisdiction</u>
Newbridge Educational Publishing, LLC	Delaware
Sundance Publishing, LLC	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by each of the foregoing domestic limited liability companies.

3. The name of the surviving limited liability company is Sundance Publishing, LLC which shall change its name to Sundance/Newbridge Educational Publishing, LLC.

4. The Merger shall become effective upon filing of the Certificate of Merger.

5. The Merger Agreement is on file at the place of business of the surviving limited liability company which is located at c/o Hights Cross Communications, Inc., 10 New King Street, Suite 110, White Plains, NY 10604.

6. A copy of the Merger Agreement will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a party to the Merger.

[Signature page follows]

