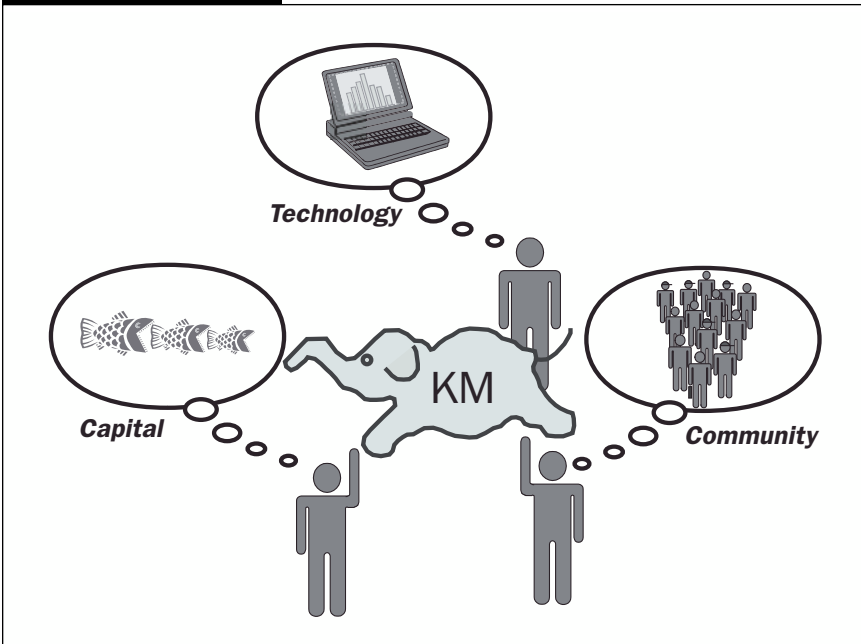


**EXHIBIT 2.2**

on the perspective of senior management, akin to three blind men appraising an elephant (see Exhibit 2.2). For example, in the case of Medical Multimedia, the CEO is concerned with the competition and retaining intellectual capital, potentially to increase the value of the company for a future acquisition or merger. With this perspective, another motivation for implementing a KM program is to determine the value of the company, based in part on the result of a knowledge audit. Modern service companies are increasingly valued not by their investment in plastic chairs in the cafeteria or PCs on employee's desks but by the intellectual capital of the employees and management. Documenting exactly what intellectual capital exists in the company helps the CEO optimally position his company in the market.

In contrast, senior management with a technical orientation may view Knowledge Management in terms of technology. Typically the