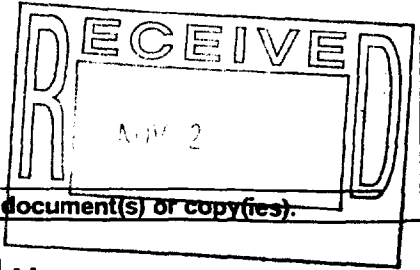


11-05-1998



100869656

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



11-2-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
12/1/93

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

11/04/1998 DMGUYEN 00000311 192257 1220048
01 FC:481 40.00 CH

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1809 FRAME: 0087

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name David Weems

Address (line 1) c/o Viacom International Inc.

Address (line 2) 1515 Broadway

Address (line 3) NY, NY 10036

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,220,848

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

192257

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

David Weems

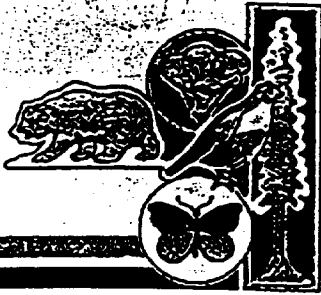
David Weems

10/30/98

Name of Person Signing

Signature

Date Signed



State
of
California

OFFICE OF THE SECRETARY OF STATE

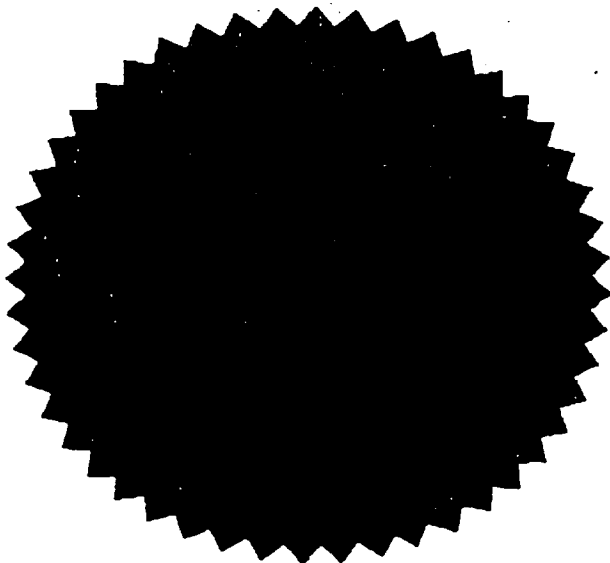
RE: GLOBE BOOK COMPANY, INC. Merged into: FEARON/JANUS/QUERCUS CORPORATION
Name changed to:
GLOBE FEARON INC.

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 07 1994



March Fong Eu

Secretary of State

0718957 SURV

CERTIFICATE OF OWNERSHIP
GLOBE BOOK COMPANY, INC.
into

FEARON/JANUS/QUERCUS CORPORATION

Office of the Secretary of State
of the State of California

DEC 31 1993

W. Mark J. ...
Secretary of State

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is **Fearon/Janus/Quercus Corporation**.
2. The name of the parent corporation is **Globe Book Company, Inc.** which is a business corporation of the State New York, and which is to be the disappearing corporation under the merger herein certified. **Globe Book Company, Inc.** owns 100% of the outstanding shares of **Fearon/Janus/Quercus Corporation**.
3. The following is a copy of the resolutions to merge **Globe Book Company, Inc.**, into **Fearon/Janus/Quercus Corporation** as adopted and approved by the Boards of Directors of **Globe Book Company, Inc.** and **Fearon/Janus/Quercus Corporation**:

"RESOLVED, that **Fearon/Janus/Quercus Corporation**, which is a business corporation of the State of California and is the wholly-owned subsidiary of **Globe Book Company, Inc.**, which is a business corporation of the State of New York, does hereby merge said **Globe Book Company, Inc.**, pursuant to the provisions of the New York Business Corporation Law and pursuant to the provisions of the General Corporation Law of the State of California; and further

RESOLVED, that **Globe Book Company, Inc.**, which is a business corporation of the State of New York and is the owner of all of the outstanding shares of **Fearon/Janus/Quercus Corporation**, which is a business corporation of the State of California, does hereby merge *itself* into its wholly-owned subsidiary, **Fearon/Janus/Quercus Corporation**, pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the New York Business Corporation Law; and further

RESOLVED, that **Globe Book Company, Inc.** shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the New York Business Corporation Law and that **Fearon/Janus/Quercus Corporation** does hereby assume all of the liabilities of **Globe Book Company, Inc.**; and further

RESOLVED, **Fearon/Janus/Quercus Corporation** shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of California; and further

RESOLVED, that all of the the issued and outstanding shares of *Globe Book Company, Inc.* shall be surrendered and converted into an equal number of outstanding shares of *Fearon/Janus/Quercus Corporation*; and further

RESOLVED, that the Board of Directors and the proper officers of *American Teaching-Aids, Inc.* are hereby authorized, empowered, and directed to do any and all acts and things, and to make execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger herein described; and further


RESOLVED, that Article FIRST of the Surviving Corporation's Articles of Incorporation, which relates to the name of the corporation, is hereby amended so as to read as follows:

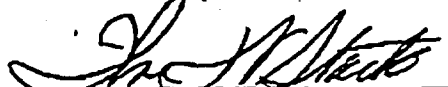
'FIRST: The name of the Corporation is **Globe Fearon Inc.**'

5. The merger herein provided for shall become effective in the State of California on December 31, 1993.

On the date set forth below, in the City of New York in the State of New York, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that she signed the foregoing certificate in the official capacity set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

Signed on this 1st day of December, 1993.


Susan H. Morrisroe, Vice President
of *Globe Book Company, Inc.*
the Parent Corporation


Ilene W. Stack, Assistant Secretary
of *Globe Book Company, Inc.*
the parent corporation

merge/parentintoCAsub

*** TOTAL PAGE. 04 ***