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To the Honorable Commissioner of

101001542

Transmit the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fodor's Travel Publications Inc.

- Individual(s)
- General Partnership
- Corporation-State of New York
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 12, 1999

2. Name and address of receiving party(ies)

Name: Random House, Inc.

Internal Address:

Street Address: 201 East 50th Street

City: New York State: NY ZIP: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See attached Schedule "A"

B. Trademark Registration No.(s)

See attached Schedule "B"

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey C. Katz, Esq.

Internal Address:

04/02/1999 JSHABAZZ 00000096 75338934

01 FC:481  
02 FC:482

40.00 DP  
150.00 DP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41). .....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jeffrey C. Katz  
Name of Person Signing

Signature

3 25 -99  
Date

Total number of pages including cover sheet, attachments, and document: 7

3.29.99

**SCHEDULE "A"**

**MARK**

**Application No.**

**Application Date**

FODOR'S UPCLOSE

75/338934

08/11/97

**SCHEDULE "B"**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
FODOR'S and Design	1,107,281	11/28/78
FODOR'S	1,132,683	04/08/90
FODOR'S AFFORDABLE	1,737,626	12/01/92
SHORT ESCAPES	1,832,179	04/19/94
FODOR'S	1,866,812	12/13/94
FODOR'S VIDEO	1,904,158	07/11/95

FEB-11-99 THU 01:03 PM CSC

FAX NO: 3029987078

19990212000232

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BERTELSMANN, INC.

**CERTIFICATE OF MERGER**

**OF**

**FODOR'S TRAVEL PUBLICATIONS INC.**

**WITH AND INTO**

**RANDOM HOUSE, INC.**

**Under Section 905 of the Business Corporation Law**

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

**FIRST:** The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as a subsidiary corporation into said surviving corporation.

**SECOND:** The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on April 1, 1971, is Fodor's Travel Publications Inc. The name under which Fodor's Travel Publications Inc. was formed is Morgan Grampian, Inc., which name was changed to Fodor's Travel Publications Inc. on November 3, 1986.

**THIRD:** The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on February 21, 1966, is Random House, Inc. The name under which Random House, Inc. was formed is RCA Publishing Company, Inc.

**FOURTH:** The number of outstanding shares of Fodor's Travel Publications, Inc. is 65,334 shares, all of which are of one class, and all of which are owned by Random House, Inc.

**FIFTH:** The merger herein certified was authorized in respect of the surviving corporation Random House, Inc. by written consent of the Board of Directors thereof.

IN WITNESS WHEREOF, the undersigned has executed this document on the date set forth below and does hereby affirm, under the penalties of perjury, that the statements contained herein are true and correct.

Dated: February 3, 1999

Random House, Inc.

By: Harriette Dorsen  
Harriette Dorsen, Senior Vice President,  
Secretary and General Counsel.

Fodor's Travel Publications Inc.

By: Jacqueline Chasey  
Jacqueline Chasey, Secretary

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CERTIFICATE OF MERGER  
OF  
FODOR'S TRAVEL PUBLICATIONS INC.

INTO

RANDOM HOUSE, INC.

Section 905 of the Business Corporation Law

FILED

FEB 12 11 54 AM '99

Filer: Bertelsmann Inc.  
1540 Broadway  
24th Floor  
New York, NY 100364098

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FEB 12 1999

AM  
NY

FILED

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*State of New York* }  
*Department of State* }<sup>ss:</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* MAR 09 1999



A handwritten signature in black ink, appearing to read "J. Clark", with a long horizontal line extending to the right.

*Special Deputy Secretary of State*

DOS-1266 (5/96)