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Original documents or copy thereof.

Tab settings

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

Schocken Books, 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: December 8, 1998

2. Name and address of receiving party(ies)

Name: Random House, Inc.

Internal Address:

Street Address: 1540 Broadway

City: New York State: NY ZIP: 10036

- 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)

B. Trademark Registration No.(s)

1,497,708

2,068,770

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: Davis & Gilbert

05/19/1999 JSNABAZZ 00000238 1497708

01 FC:481 40.00 DP
02 FC:482 25.00 DP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

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, Esq.
Name of Person Signing

Jeffrey C. Katz
Signature

5-12-99
Date

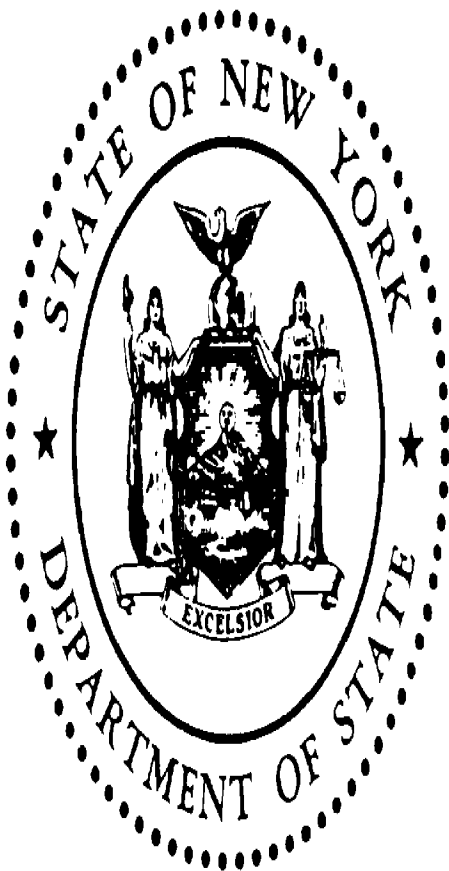
Total number of pages including cover sheet, attachments, and document:

State of New York }
Department of State } SS:

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 10 1999



A handwritten signature in black ink, appearing to read "J. Clark", written over a horizontal line.

Special Deputy Secretary of State

F-981208000684
CSC 45

CERTIFICATE OF MERGER

OF

SCHOCKEN BOOKS, 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 January 8, 1954, is Schocken Books Inc.

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 Schocken Books Inc. are 50 Common Shares and 200 Preferred Shares, 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: November 16, 1998

Random House, Inc.

By:



Harriette Dorsen, Senior Vice President,
Secretary and General Counsel

1981208000684

CSC 45

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OF

SCHÖCKEN BOOKS INC.

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RANDOM HOUSE, INC.

Under Section 905 of the Business Corporation Law

NY

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STATE OF NEW YORK

DEC 08 1998

NY

Bertelsmann Inc.
1540 Broadway, 24th Floor
New York, NY 10036-4098
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