



101042084

Copy thereof.

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To the Honorable Commissioner of Patents and Trademarks: Please

1. Name of conveying party(ies):

Random House Audio Publishing, 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 14, 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)

2,020,351

2,050,445

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 ISHABAZZ 00000055 2020351

01 FC:481  
02 FC:482

40.00 DP  
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  
Name of Person Signing

Signature

5-12-99  
Date

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

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

TRADEMARK  
REEL: 001898 FRAME: 0739

*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. Leub", written in a cursive style.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

CERTIFICATE OF MERGER

F 981 21 4000 330

C30 45

OF

RANDOM HOUSE AUDIO PUBLISHING, 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 June 28, 1979, is Random House Audio Publishing, Inc. The name under which Random House Audio Publishing, Inc. was formed is Skills Resource Center, Inc., which name was changed to Network for Learning, Inc. on October 2, 1980; to Warner Audio Publishing Inc. on February 8, 1985; and to Random House Audio Publishing, Inc. on May 11, 1987.

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 "Surviving Corporation"). The name under which Random House, Inc. was formed is RCA Publishing Company, Inc.

FOURTH: Random House, Inc. owns all of the issued and outstanding shares of Random House Audio Publishing, Inc. Random House Audio Publishing, Inc. has 307,879 shares issued and outstanding, 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 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*  
Harriette Dorsen, Senior Vice President,  
Secretary and General Counsel

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CSC 45

CERTIFICATE OF MERGER

OF

RANDOM HOUSE AUDIO PUBLISHING, INC.

WITH AND INTO

RANDOM HOUSE, INC.

Under Section 905 of the Business Corporation Law

DEC 11 2 04 PM '98

1-CC

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 14 1998

TAXES

BY:

Jew

NEW YORK

*Jew*

Bertelsmann Inc.  
1540 Broadway, 24th Floor  
New York, NY 10036-4098  
054524-20est

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