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To the Honorable Commissioner of Patents and T.

101044633

Original documents or copy thereof.

55-12-5
GWS

1. Name of conveying party(ies):
Random House Value 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: February 12, 1999

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)

See attached Schedule

1741012

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

05/24/1999 JS4ARAZZ 00000184 1241012

1 FC:481 40.00 OP
2 FC:482 200.00 OP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00

- 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

Jeffrey C. Katz
Signature

5-18-99
Date

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

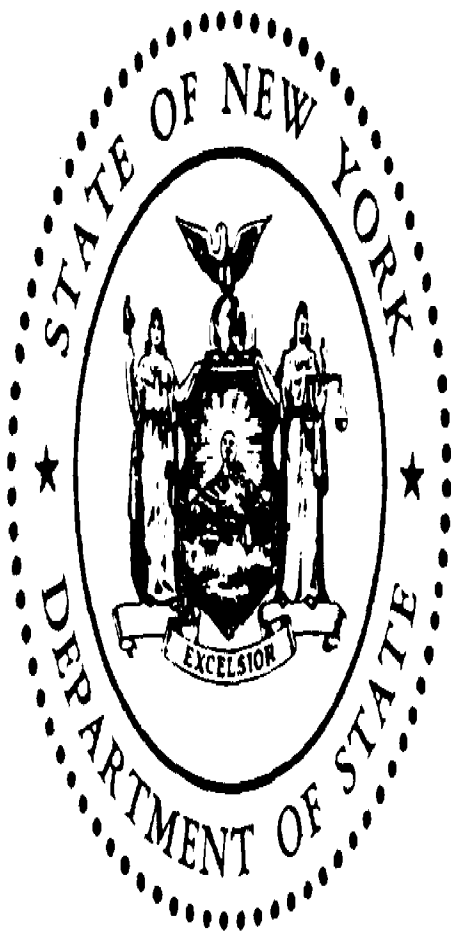
SCHEDULE

MARK	Registration No.	Registration Date
PANTHEON	1,241,012	06/07/83
WINGS GREAT COOKBOOK & DESIGN	2,038,557	02/18/97
CRESCENT BOOKS	2,048,734	04/01/97
WINGS BOOKS	2,052,145	04/15/97
WINGS BOOK & DESIGN	2,052,146	04/15/97
DERRYDALE	2,082,910	07/29/97
CRESCENT BOOKS & DESIGN	2,100,036	09/23/97
GRAMERCY	2,101,866	09/30/97
GRAMERCY	2,118,679	12/09/97

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 09 1999



A handwritten signature in black ink, appearing to read "J. Clark", written in a cursive style.

Special Deputy Secretary of State

FEB-11 1999 10:04 PM CSC

FAX 46 3020087076

990212000236

FEB 11 1999 10:04 PM

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CSC 45

CERTIFICATE OF MERGER

OF

RANDOM HOUSE VALUE 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 September 21, 1944, is Random House Value Publishing Inc. The name under which Random House Value Publishing Inc was formed is Gramercy Publishing Co. Inc.; which name was changed to Phoenix Publishing Co. Inc. on September 6, 1945; to Phoenix Press, Inc. on December 10, 1946; which name was changed to Outlet Book Co., Inc. on November 28, 1951; and to Random House Value Publishing Inc. on March 4, 1994.

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 Random House Value Publishing, Inc. is 190 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

Random House Value Publishing Inc.

By: Jacqueline Chasey
Jacqueline Chasey, Secretary

1990212000736

CSC 45

CERTIFICATE OF MERGER
OF
RANDOM HOUSE VALUE PUBLISHING INC.

INTO

RANDOM HOUSE, INC.

Section 905 of the Business Corporation Law

FILED

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

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