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To the Honorable Commissioner of Patents

Send 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 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)

1,919,642

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 LLP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- 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

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1 FD-485 Statement and signature. 40.00 OP

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

July 1, 1999
Date

Total number of pages including cover sheet, attachments, and document: 1

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

TRADEMARK
REEL: 001924 FRAME: 0282

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. Leub", written in a cursive style.

Special Deputy Secretary of State

DOS-1266 (5/96)

FEB-11-99 THU 01:03 PM CSC

FAX NO: 3029987078

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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.

Fedor'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 04 AM '99

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

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DEPARTMENT OF STATE

FEB 12 1999

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