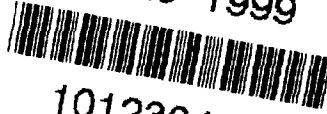


12-29-1999



101233449

OMB No. 0651-0011 (exp. 4/94)

MED 12-15-99

Tab settings

.Y

To the Honorable Commissioner of Patents and Trademarks. . . .

attached original documents or copy thereof.

1. Name of conveying party(ies):

Grosset & Dunlap, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Penguin Putnam Inc.  
 Internal Address: 375 Hudson Street  
 Street Address: \_\_\_\_\_  
 City: New York State: \_\_\_\_\_ ZIP: 10014

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

3. Nature of conveyance:

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

Execution Date: January 1, 1999

4. Application number(s) or patent number(s): PLEASE RECORD ASSIGNMENT ONLY TO SCHEDULE A.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- No. 1,725,621
- No. 941,940
- No. 753,368

Additional numbers attached?  Yes  No

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

Name: Ronald S. Kadden  
 Internal Address: Von Maltitz, Derenberg,  
Kunin, Janssen & Giordano  
 Street Address: 60 East 42nd Street  
 City: New York State: NY ZIP: 10165

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account, if necessary.

8. Deposit account number:

22-0560

(Attach duplicate copy of this page if paying by deposit account)

2/28/1999 DNGUYEN 00000231 1725621

FC:481  
FC:482

40.00 OP  
50.00 OP

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.

Ronald S. Kadden  
Name of Person Signing

Ronald S. Kadden  
Signature

Dec. 15, 1999  
Date

Total number of pages including cover sheet, attachments, and document: 5


ASSIGNMENT

ASSIGNMENT dated as of January 1, 1999, from GROSSET & DUNLAP, INC., a New York corporation, having its principal place of business at 375 Hudson Street, New York, NY 10014 ("Assignor") to PENGUIN PUTNAM INC., a Delaware corporation, having its principal place of business at 375 Hudson Street, New York, NY 10014.

WHEREAS, as part of the corporate reorganization of Penguin Putnam, Inc., Assignor's sole shareholder, Assignor wishes to assign, transfer and distribute its registered and unregistered trademarks, as a dividend, to Assignee, and Assignee wishes to acquire, as a dividend, the entire right, title and interest in and to said trademarks and registrations and in and to any renewals and extensions that may be granted thereon.

THEREFORE, BE IT KNOWN, that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and distributes to Assignee, and Assignee's successors and assigns, as a dividend, the entire right, title and interest in and to the trademarks and registrations listed on Schedule A and Schedule B attached hereto, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business symbolized by said trademarks and the registrations therefor and any rights to recover for any infringement or infringements of said trademarks accruing on or before the date hereof.

GROSSET & DUNLAP, INC.

By:   
Karen Mayer  
Vice President and Secretary

STATE OF NEW YORK )  
 )ss  
COUNTY OF NEW YORK )

On January 4, 1999 before me, the undersigned, a Notary Public in and for said state, personally appeared Karen Mayer, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the above instrument as Vice President and Secretary of Grosset & Dunlap, Inc. and acknowledged to me that such corporation executed the above instrument pursuant to its bylaws or a resolution of its board of directors.

Witness my hand and official seal

Gina Schachter Anderson  
Signature

GINA SCHACHTER ANDERSON  
Notary Public, State of New York  
No. 24-4781117  
Qualified in Kings County  
Commission Expires

GINA SCHACHTER ANDERSON  
Notary Public, State of New York  
No. 24-4781117  
Qualified in Kings County  
Commission Expires 1-31-2000

SCHEDULE A

Registered Trademarks

<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>
ALL ABOARD BOOKS	USA	1,725,621
PLATT & MUNK	USA	941,940
TEMPO	USA	753,368
TEMPO	CANADA	178,106

**SCHEDULE B**

**Non-registered Trademarks**

**ALL ABOARD READING**

**BOOKS AND STUFF**

**DRAGON SLAYERS' ACADEMY**

**EEK! STORIES TO MAKE YOU SHRIEK**

**GROSSET & DUNLAP**

**LIFT & LOOK BOARD BOOKS**

**MY TURN BOOKS**

**A POKE AND LOOK BOOK**

**A POKE AND LOOK LEARNING BOOK**

**A PUDGY BOARD BOOK**

**A PUDGY PAL BOARD BOOK**

**PUDGY PILLOW BOOK**

**PUDGY POPS BOARD BOOK**

**PUFFY BOARD BOOKS**

**TEDDY BOARD BOOKS**

**A WEE PUDGY BOARD BOOK**

**THE ZACK FILES**