

04-19-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101681245

4/9/01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11111999

Name CROWN DHC CORPORATION

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name CROWN BOOKS CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 1601 McCormick Drive

Address (line 2)

Address (line 3) Largo

City

Maryland

State/Country

20774

Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002273 FRAME: 0874

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2191001"/>	<input type="text" value="1889048"/>	<input type="text" value="1829042"/>
<input type="text" value="1733752"/>	<input type="text" value="1730018"/>	<input type="text" value="1285664"/>
<input type="text" value="1239809"/>	<input type="text" value="1109753"/>	<input type="text" value="1109752"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

SHERRY H. FLAX
Name of Person Signing

Sherry H. Flax
Signature

4/2/01
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECD 09:00 AM 11/12/1999
191483392 - 0928734

1999.11-12 11:53 #792 P.17/21

CERTIFICATE OF OWNERSHIP AND MERGER**OF****CROWN DHC CORPORATION**
(a Delaware Corporation)

with and into

CROWN BOOKS CORPORATION
(a Delaware Corporation)

(pursuant to 8 Del. C. § 253)

Crown Books Corporation ("Crown"), a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY, pursuant to Section 253 of the General Corporation Law of the State of Delaware, that:

FIRST: Crown is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: Crown owns all of the outstanding shares of common stock of Crown DHC Corporation ("Crown DHC"), a corporation organized and existing under the laws of the State of Delaware, and Crown National has no class of capital stock outstanding other than common stock.

THIRD: All of the directors of Crown have resigned and a Responsible Officer for Crown was designated by the U.S. District Court for the District of Delaware pursuant to Section 303 of the Delaware General Corporation Law and an order confirming Crown's First Amended Joint Chapter 11 Plan of Reorganization as entered by Judge Roderick R. McKelvie on October 7, 1999.

FOURTH: Crown, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on the 11th day of November, 1999, determined to merge Crown West with and into Crown on the conditions set forth in such resolutions:

RESOLVED: That Super Crown Books Corporation, Crown Books East Corporation, Crown Books West Corporation, Crown Books National Corporation and Crown DHC Corporation (collectively, the "Five Subsidiaries") merge with and into Crown, and that Crown assume all of the liabilities and obligations of each

FROM :

1999.11-12

11:53

#792 P.18/21

of the Five Subsidiaries, such mergers to be effective as of November 12, 1999 at 9:00 a.m.

FURTHER RESOLVED: That the undersigned, as the responsible officer of Crown, be and hereby is authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge the Five Subsidiaries with and into Crown and for Crown to assume the liabilities and obligations of the Five Subsidiaries and the date of the adoption thereof and to file the same in the office of the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or appropriate to effect the mergers.

FIFTH: Crown DHC hereby merges with and into Crown (the "Merger"), pursuant to 8 Del. C. § 253, to be effective as of November 12, 1999 at 9:00 a.m.

SIXTH: The name of the corporation surviving the Merger, which will continue its existence upon the effective time of the Merger (the "Surviving Corporation"), is

Crown Books Corporation

SEVENTH: At the effective time of the Merger, all shares of stock issued and outstanding by Crown DHC immediately prior to the Merger shall be canceled.

EIGHTH: The Certificate of Incorporation of the Surviving Corporation shall be the existing Certificate of Incorporation of Crown, until duly amended in accordance with applicable law and the terms thereof.

IN WITNESS WHEREOF, Crown Books Corporation, a Delaware corporation, has caused this certificate to be executed and acknowledged by its Responsible Officer, on this 12 day of November, 1999.

CROWN BOOKS CORPORATION

By: [Signature]
Name: STEVEN G. PURMES
Title: The Responsible Officer

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE COURT ORDERED CERTIFICATE OF OWNERSHIP, WHICH MERGES:

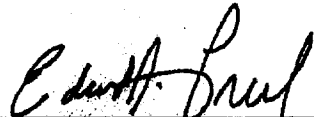
"CROWN DEC CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "CROWN BOOKS CORPORATION" UNDER THE NAME OF "CROWN BOOKS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



0928734 8100M

991483392



Edward J. Freel, Secretary of State

AUTHENTICATION:

0079290

DATE:

11-12-99

TRADEMARK

RECORDED: 04/09/2001

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