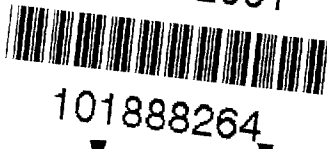


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Avon Books, Inc. 10/13/01
Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: HarperCollins Publishers, Inc. Internal Address: Street Address: 10 East 53rd Street City: New York State: NY Zip: 10022
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 Merger Security Agreement Change of Name Other
Execution Date: December 22, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) see attached schedule
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 11

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Michelle V. Francis, Esq. Internal Address: News America Inc. Street Address: 1211 Avenue of the Americas - 4th Floor City: New York State: NY Zip: 10036
10/26/2001 6TOM11 00000168 500267 2288292
01 FC:482 40.00 CH
02 FC:482 250.00 CH

7. Total fee (37 CFR 3.41): \$ 290
Enclosed Authorized to be charged to deposit account

8. Deposit account number: 50-0267
(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. Michelle V. Francis Signature Date 10.12.01

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

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

ET 544871282 US

TRADEMARK REEL: 2390 FRAME: 0551

Active United States Registrations in the name of Avon Books, Inc.

Mark	Reg. No.	Goods
AVON TWILIGHT and Design	2288292	Mystery books
AVON TWILIGHT	2290548	Mystery books
AVON EOS and Design	2250266	Books of fiction and nonfiction on the subject of science fiction and fantasy in the form of novels, short story collections and essays
AVON EOS	2243479	Books of fiction and nonfiction on the subject of science fiction and fantasy in the form of novels, short story collections and essays
WISH COUPONS Stylized	1912490	Coupon books
THE CONFIDENT COLLECTOR KNOWS THE FACTS	1786749	Series of books in the field of collecting and evaluating collections
AVONOVA	1705844	Science fiction and/or science fantasy books
BARD	1126828	Series of books consisting of novels, short stories, poetry and drama
DISCUS	1026723	Series of books
EQUINOX BOOKS	928786	Books
Quadrilateral Design	786832	Series of books

State of Delaware
Office of the Secretary of State

PAGE 1

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 CERTIFICATE OF MERGER, WHICH MERGES:

"AVON BOOKS, INC.", A DELAWARE CORPORATION,
"WILLIAM MORROW AND COMPANY, INC.", A NEW YORK CORPORATION,
"WILMOR WAREHOUSE AND SHIPPING COMPANY, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "HARPERCOLLINS PUBLISHERS INC." UNDER THE NAME OF "HARPERCOLLINS PUBLISHERS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, 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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2122011 8100M

991564980

AUTHENTICATION: 0170226

DATE: 12-29-99

TRADEMARK
REEL: 2390 FRAME: 0553

CERTIFICATE OF MERGER
OF
AVON BOOKS, INC.
AND
WILLIAM MORROW AND COMPANY, INC.
AND
WILMOR WAREHOUSE AND SHIPPING COMPANY, INC.
INTO
HARPERCOLLINS PUBLISHERS INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Avon Books, Inc., which is incorporated under the laws of Delaware ("Avon");
 - (ii) William Morrow and Company, Inc., which is incorporated under the laws of New York ("William Morrow");
 - (iii) Wilmor Warehouse and Shipping Company, Inc., which is incorporated under the laws of New Jersey ("Wilmor"); and
 - (iv) HarperCollins Publishers Inc., which is incorporated under the laws of Delaware ("HarperCollins").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforementioned constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit by William Morrow and Wilmor in accordance with the laws of the States of their incorporation and by Avon and HarperCollins in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is HarperCollins Publishers Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law. The Certificate of Incorporation of the Surviving corporation shall be its Certificate of Incorporation.

4. The Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 10 East 53rd Street, New York, NY 10022.

5. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/28/1999
991564980 - 2122011

6. The authorized capital stock of (i) Avon, (ii) William Morrow and (iii) Wilmor consists of, respectively, 1,000 shares of common stock of \$1.00 par each, 100 shares of common stock of no par each and 100 shares of common stock of no par each.

Executed on this 22 day of December, 1999.

HARPERCOLLINS PUBLISHERS INC.

BY:

