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January 27, 2003

RECORDATION FORM COVER SHEET - TRADEMARKS

Via Facsimile: (703) 306-5995

Hon. Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 0231

Re: *Nunc Pro Tunc* Assignment
From: SMP (1952), Inc.
To: St. Martin's Press, LLC
Docket No.: 3901028/106

Sir:

Please record the attached original document(s) or copy(ies) thereof:

1. Conveying party:
SMP (1952), Inc.
a New York Corporation
175 Fifth Avenue
New York, NY 10010
2. Receiving party:
St. Martin's Press, LLC
a New York Limited Liability Company
175 Fifth Avenue
New York, NY 10010
3. Nature of Conveyance: *Nunc Pro Tunc* Assignment
Effective Date: May 1, 1999
4. Number of Pages: 3

700023192

TRADEMARK
REEL: 002601 FRAME: 0811

Hon. Commissioner of Patents and Trademarks
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- 5. Trademark Registration Numbers: 865,788; 869,328; 874,728
- 6. Correspondent Name and Address:
Deirdre Davis, Esq.
Davis Wright Tremaine L.L.P.
1740 Broadway, 25th Floor
New York, NY 10019
Tel.: 212 489-8230
- 7. Number of Properties (total): 3
- 8. Total Fee: \$90
Authorized to be charged to deposit account.
- 9. Please charge our deposit account No. 040258 the sum of \$90.00 to cover the fee for recording the change of name for (3) trademarks. Please charge any deficiency or credit any overcharge to said Deposit Account.
- 10. 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.

Sincerely,

Deirdre Davis
Dated: January 27, 2003

CERTIFICATE OF FACSIMILE TRANSMISSION

Facsimile Number: (703) 306-5995 -- Assignment Branch

I certify that this correspondence is being sent by facsimile transmission via the above facsimile number to: Hon. Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231, on the date indicated below.

Transmission Date: January 27, 2003

Signature:
Maureen Grogan


NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, SMP (1952), Inc., a New York corporation, formerly known as St. Martin's Press, Incorporated, with its principal place of business at 175 Fifth Avenue, New York, New York 10010 ("Assignor"), is the owner of all the right, title, and interest in and to the trademarks (the "Marks") set forth on Schedule A attached hereto, the registrations for them, and all associated good will; and

WHEREAS, St. Martin's Press, LLC, a New York limited liability company, with its principal place of business at 175 Fifth Avenue, New York, New York 10010 ("Assignee"), is desirous of acquiring all, right, title and interest in and to the Marks and the registrations associated with them, together with the goodwill of the business symbolized by and associated with the Marks and their respective registrations and the right to sue for and recover damages for past infringements of the Marks and to stand in the place of Assignor in all matters related thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby transfer and assign to Assignee, its successors and assignees, *nunc pro tunc* as of May 1, 1999, all right, title, and interest in and to the Marks and the registrations associated with them, together with the goodwill of the

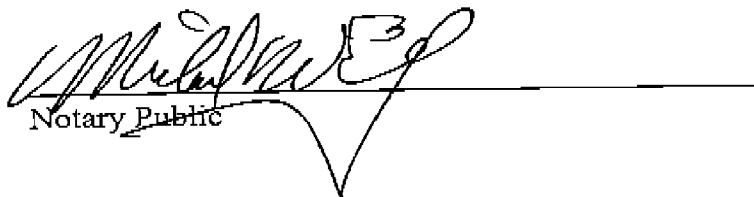
business symbolized by and associated with the Marks and their respective registrations and the right to sue for and recover damages for past infringements of the Marks and to stand in the place of Assignor in all matters related thereto.



Paul J. Sleven, Esq.
Secretary
SMP (1952) Inc.

Sworn to before me this
23rd day of January, 2003

MICHAEL W. ELF
NOTARY PUBLIC, State of New York
No. 02EL6024649
Qualified in New York County
Commission Expires May 10, 2003


Notary Public

#85072

SCHEDULE A

UNITED STATES

MARK	REGISTRATION NUMBER
WHITMAN & DESIGN® (Globe Logo)	Registration Number: 865,788
WHITMAN & DESIGN® (Globe Logo)	Registration Number: 869,328
WHITMAN®	Registration Number: 874,728

CANADA

WHITMAN	Registration Number: 198,214
WHITMAN & Globe Design	Registration Number: 200,990
WHITMAN & W Design	Registration Number: 201,263
WHITMAN & W Face Design	Registration Number: 179,655

FRANCE

WHITMAN & Face Design	Registration Number: 1,522,393
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NEW ZEALAND

WHITMAN & Globe Design	Registration Number: B97,969
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SWITZERLAND

WHITMAN Clown Design	Registration Number: 379,102
WHITMAN & Oval Design	Registration Number: 378,827