

04-09-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)



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

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

1. Name of conveying party(ies): **4.2.03**
 B&N SPC Acquisition Corp.

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: Sterling Publishing Co., Inc.
 Internal Address: _____
 Street Address: 387 Park Avenue South
 City: New York State: NY Zip: 10016

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: January 21, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
See attached schedule.

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____
See attached schedule.

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Todd Braverman, Esq.
 Internal Address: Bryan Cave LLP

 Street Address: 1290 Avenue of the Americas
 City: New York State: NY Zip: 10104

6. Total number of applications and registrations involved: **16**

7. Total fee (37 CFR 3.41).....\$ 415.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-1821

DO NOT USE THIS SPACE

9. Signature.
Todd Braverman Todd Braverman 4/2/03
 Name of Person Signing Signature Date

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

04/08/2003 ECOOPER 00000165 76427647
 01 FC:0521 40.00
 02 FC:0522 375.00

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

TRADEMARK
 REEL: 002707 FRAME: 0438

TRADEMARKS

STERLING PUBLISHING CO. INC.
ALTIMONT PRESS, INC.

MARK	COUNTRY	APPLICATION / REGISTRATION NUMBER	FILING / REGISTRATION DATE	CLASS	STATUS	NOTES / ISSUES
1. IN A WEEKEND	U.S.	76/427,647	July 5, 2002	16	Newly Filed	Owned by Sterling Publishing Co., Inc.
2. BRAINSTRAINS	U.S.	76/405,305	May 9, 2002	16	Non-Final Action Mailed - September 30, 2002	Owned by Sterling Publishing Co., Inc.
3. FOR WIMPS	U.S.	76/338,630	November 16, 2001	16	Approved for Publication - October 29, 2002	Owned by Sterling Publishing Co., Inc.
4. GIGGLE FIT	U.S.	76/284,193	July 12, 2001	16	Approved for Registration - October 29, 2002	Owned by Sterling Publishing Co., Inc.
5. FOR WIMPS	U.S.	76/183,854	December 19, 2000	16	Abandoned - Failure to Respond - January 2, 2002	Owned by Sterling Publishing Co., Inc.
6. FOR THE FIRST TIME	U.S.	2,431,236	February 27, 2001	16	Registered	Owned by Sterling Publishing Co., Inc.
7. THE WEEKEND CRAFTER	U.S.	2,404,008	November 14, 2000	16	Registered	Owned by Sterling Publishing Co., Inc. Assigned from Altamont Press, Inc. October 2, 2001
8. IN AN AFTERNOON	U.S.	2,410,410	December 5, 2000	16	Registered	Owned by Sterling Publishing Co., Inc.
9. WORKSHOP BENCH REFERENCE	U.S.	2,371,877	July 25, 2000	16	Supplemental Register	Owned by Sterling Publishing Co., Inc.

10.	HEALTHFUL ALTERNATIVES	U.S.	75/757,632	July 22, 2000	16	Abandoned - Failure to Respond August 14, 2000	Owned by Sterling Publishing Co., Inc.
11.	MIGHTY MINI	U.S.	2,341,157	April 11, 2000	16	Registered	Owned by Sterling Publishing Co., Inc.
12.	LARK BOOKS	U.S.	2,149,262	April 7, 1998	16	Registered	Owned by Sterling Publishing Co., Inc. Assigned from Altamont Press, Inc. October 2, 2001
13.	CRAFT IMPRESSIONS	U.S.	2,204,437	November 17, 1998	16	Registered	Owned by Sterling Publishing Co., Inc.
14.	LITTLE GIANT	U.S.	2,179,291	August 4, 1998	16	Registered	Owned by Sterling Publishing Co., Inc.
15.	TWO-HOUR CRAFT & HOURGLASS DESIGN	U.S.	2,196,323	October 13, 1998	16	Registered	Owned by Sterling Publishing Co., Inc.
16.	STERLING PUBLISHING CO., INC.	U.S.	1,970,955	April 30, 1996	16	Registered Sections 8 and 15 Accepted	Owned by Sterling Publishing Co., Inc.

CERTIFICATE OF INCORPORATION

OF

B&N SPC ACQUISITION CORP.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation is B&N SPC ACQUISITION CORP. (hereinafter called the "Corporation").

2. The registered office of the Corporation is to be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808. The name of its registered agent at that address is Corporation Service Company.

3. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of capital stock which the Corporation shall have the authority to issue is one thousand (1,000) shares designated common stock, par value \$1.00 per share.

5. The name and address of the sole incorporator are as follows:

Name

Address

Kevin A. Carey

Bryan Cave LLP
Avenue of the Americas
New York, New York 10104

6. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) The number of directors of the Corporation shall be as provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(b) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(c) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

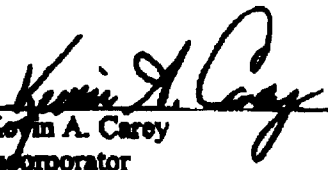
(d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware and of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

7. The Corporation, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

8. (a) The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

(b) Any repeal or modification of this Paragraph 8 by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I herunto sign my name this 24th day of December, 2002.



Kevin A. Carey
Incorporator

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
B&N SPC ACQUISITION CORP.

(Under Section 242 of the General Corporation Law)

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:


1. The name of the corporation is B&N SPC Acquisition Corp. (hereinafter called the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the Office of the Secretary of State of Delaware on the 26th day of December, 2002.
3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to "Sterling Publishing Co., Inc."
4. To accomplish the foregoing amendment, Article FIRST of the Certificate of Incorporation is hereby replaced in its entirety and a new Article FIRST is substituted in lieu thereof, which shall read in its entirety as follows:

"FIRST. The name of the corporation is Sterling Publishing Co., Inc. (hereinafter called the "Corporation")."

5. The foregoing amendment of the Certificate of Incorporation was authorized by the consent of all the members of the Board of Directors of the Corporation, followed by the consent of the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the undersigned does hereby affirm that the statements made herein are true under the penalties of perjury this 21st day of January, 2003.

B&N SPC ACQUISITION CORP.


Name: Lawrence S. Zilavy
Title: CFO

Delaware

PAGE 1

The First State

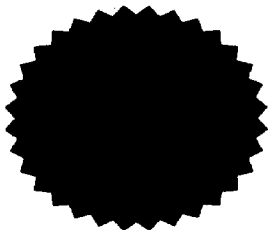
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "STERLING PUBLISHING CO., INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 4:05 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "B&N SPC ACQUISITION CORP." TO "STERLING PUBLISHING CO., INC.", FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 2003, AT 9:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2284626

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RECORDED: 04/02/2003

DATE: 05-03-05
REEL: 002707 FRAME: 0445

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