

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BOOKS ON TAPE, INC.		12/17/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	RANDOM HOUSE, INC.
Street Address:	1745 Broadway
Internal Address:	Legal Department
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1554428	BOOKS ON TAPE
Registration Number:	1664966	BOOKS ON TAPE
Registration Number:	1555145	BOOKS ON TAPE
Registration Number:	1906862	BOOKS ON CD
Registration Number:	1949841	BOOKS ON DISK

CORRESPONDENCE DATA

Fax Number: (212)829-4130
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-782-9101
 Email: asheridan@randomhouse.com
 Correspondent Name: RANDOM HOUSE, INC.
 Address Line 1: 1745 Broadway
 Address Line 2: Legal Department
 Address Line 4: New York, NEW YORK 10019

NAME OF SUBMITTER:	Matthew E. Martin
--------------------	-------------------

CH \$140.00 1554428

Total Attachments: 9

source=BooksOnTape1#page1.tif
source=BooksOnTape2#page1.tif
source=BooksOnTape3#page1.tif
source=BooksOnTape4#page1.tif
source=BooksOnTape5#page1.tif
source=BooksOnTape6#page1.tif
source=BooksOnTape7#page1.tif
source=BooksOnTape8#page1.tif
source=BooksOnTape9#page1.tif

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 17, 2003



A handwritten signature in black ink, appearing to read "R. A. J.", is written over the printed title.

Secretary of State

F031219000545

**CERTIFICATE OF MERGER
OF**

BOOKS ON TAPE, INC.
(a California corporation)

INTO

RANDOM HOUSE, INC.
(a New York corporation)

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of California on February 13, 1974 is Books On Tape, Inc.

No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on February 21, 1966, is Random House, Inc. The name under which said corporation was formed is RCA Publishing Company, Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION: Capital Stock

NUMBER: 2,630

SIXTH: The merger of the subsidiary corporation into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

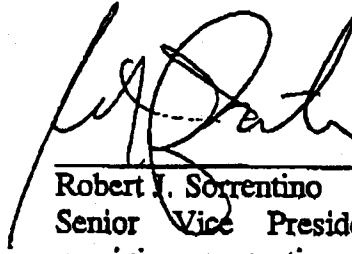
SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be end of business on the 31st day of December 2003.

TRADEMARK

REEL: 002817 FRAME: 0642

Random House, Inc.

Signed on December 17, 2003



Robert J. Sorrentino
Senior Vice President, Taxes of the
surviving corporation



CERTIFICATE OF MERGER
OF
BOOKS ON TAPE, INC.

INTO

RANDOM HOUSE, INC.

Section 905 of the Business Corporation Law

MY

12/3/03

FILED

2003 DEC 19 PM 1:38

Filer: Bertelsmann Inc.
24th Floor
1540 Broadway
New York, NY 10036-4098
Cust. Ref#367996DAV

DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 19 2003

TAX \$ -

BY: Duv

MY

CSC 45
DRAW DOWN

2003 DEC 19 PM 12:05

RECEIVED

3



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN - 2 2004

Kevin Shelley
Secretary of State



00722042
F03121900054

**CERTIFICATE OF MERGER
OF**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

BOOKS ON TAPE, INC.
(a California corporation)

DEC 31 2003

INTO

KEVIN SHELLEY
Secretary of State

RANDOM HOUSE, INC.
(a New York corporation)

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of California on February 13, 1974 is Books On Tape, Inc.

No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on February 21, 1966, is Random House, Inc. The name under which said corporation was formed is RCA Publishing Company, Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION: Capital Stock

NUMBER: 2,630

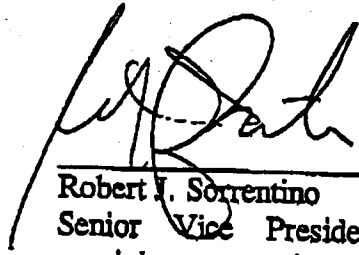
SIXTH: The merger of the subsidiary corporation into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be end of business on the 31st day of December 2003.

TRADEMARK
REEL: 002817 FRAME: 0646

Random House, Inc.

Signed on December 17, 2003



Robert J. Sorrentino
Senior Vice President, Taxes of the
surviving corporation



CERTIFICATE OF MERGER
OF
BOOKS ON TAPE, INC.

INTO
RANDOM HOUSE, INC.

Section 905 of the Business Corporation Law

MT

12/31/03

FILED

2003 DEC 19 PM 1:38

Filer: Bertelsmann Inc.
24th Floor
1540 Broadway
New York, NY 10036-4098
Cust. Ref#367996DAV

DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 19 2003

TAX \$ -

BY: duv

MT

CSC 45
DRAW DOWN

2003 DEC 19 PM 12:05

RECEIVED

3

Sh 5000612180

Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 19, 2003



[Handwritten signature]

Secretary of State

DOS-200 (Rev. 03/02)

