

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion and Name Change		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HarperCollins Publishers Inc.		03/11/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	HarperCollins Publishers L.L.C.
Street Address:	10 East 53rd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	1370096	A DAY IN THE LIFE OF
Registration Number:	1964414	A TREE CLAUSE BOOK
Registration Number:	1244424	ACCESS
Registration Number:	2573948	ALL-AMERICAN PUPPIES
Registration Number:	2713847	AMISTAD
Registration Number:	1758326	AMISTAD
Registration Number:	2319904	AMISTAD
Registration Number:	2664676	AN AVON TRUE ROMANCE
Registration Number:	1366645	AN EARLY I CAN READ BOOK
Serial Number:	78564295	AN IF YOU GIVE..BOOK
Serial Number:	78564298	AN IF YOU GIVE..BOOK
Serial Number:	78564300	AN IF YOU GIVE..BOOK
Serial Number:	78564302	AN IF YOU GIVE..BOOK
Serial Number:	78564309	AN IF YOU GIVE..BOOK

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Serial Number:	78564306	AN IF YOU GIVE..BOOK
Serial Number:	78564313	AN IF YOU GIVE..BOOK
Serial Number:	78564314	AN IF YOU GIVE..BOOK
Serial Number:	78564316	AN IF YOU GIVE..BOOK
Serial Number:	78564321	AN IF YOU GIVE..BOOK
Registration Number:	1986204	APRENDE Y DESCUBRE LA CIENCIA
Registration Number:	2883399	AUTHORTRACKER
Registration Number:	2643036	AVON
Registration Number:	2243479	AVON EOS
Registration Number:	2250266	AVON EOS
Serial Number:	78407834	AVON TRADE
Registration Number:	2290548	AVON TWILIGHT
Registration Number:	2288292	AVON TWILIGHT
Registration Number:	1126828	BARD
Registration Number:	0680814	CAEDMON
Registration Number:	2803718	DARK ALLEY
Registration Number:	1026723	DISCUS
Serial Number:	78558672	EASIER THAN YOU THINK
Serial Number:	78384449	ECCO
Serial Number:	78244899	EMINENT LIVES
Registration Number:	2794681	EOS
Serial Number:	76233607	FESTIVAL READERS
Serial Number:	76233520	FESTIVAL READERS
Registration Number:	2279989	GROW A READER
Registration Number:	1463434	HARPER
Registration Number:	1725297	HARPER AUDIO
Registration Number:	0802744	HARPER CHAPELBOOKS
Registration Number:	1781351	HARPER FESTIVAL
Registration Number:	2278346	HARPER FLAMINGO
Registration Number:	2221982	HARPER GROWING TREE
Registration Number:	1720247	HARPER TORCH
Registration Number:	1962089	HARPER TROPHY
Registration Number:	1680146	HARPERCOLLINS
Registration Number:	1989341	HARPERLIBROS
Registration Number:	1922916	HARPERPRISM

Registration Number:	1133096	HARPER'S
Registration Number:	2588647	HARPERTEMPEST
Registration Number:	1198674	I CAN READ BOOK
Registration Number:	1368943	LET'S-READ-AND-FIND-OUT SCIENCE
Registration Number:	1771442	LITTLE HOUSE
Registration Number:	2036249	MATHSTART
Registration Number:	0786832	
Registration Number:	2889292	EOS
Registration Number:	1658866	
Registration Number:	1093758	MORROW
Registration Number:	1077858	WM MORROW
Registration Number:	2578299	PERENNIAL CLASSICS
Serial Number:	78407837	PERENNIAL CURRENTS
Registration Number:	2664302	PERFECTBOUND
Registration Number:	2767397	PERFECTBOUND
Registration Number:	2759574	PERFECTBOUND
Registration Number:	1461871	PORTRAITS OF THE NATIONS SERIES
Serial Number:	78454311	PUBLISHING +
Serial Number:	78454304	PUBLISHING +
Registration Number:	2711950	RAYO
Registration Number:	1113122	ROGET'S INTERNATIONAL THESAURUS
Registration Number:	2375700	SHARE A STORY MY FIRST BOOK AND TAPE
Registration Number:	0632290	STANDARD
Registration Number:	1339167	TALKING BOOKWORM
Registration Number:	1751254	THE BEAUTIFUL COOKBOOK
Registration Number:	2257979	THE CAROLINE YEARS
Registration Number:	2276585	THE LAURA YEARS
Registration Number:	2257980	THE ROSE YEARS
Registration Number:	2792082	VICKI COBB SCIENCE PLAY
Registration Number:	1870511	VICKI COBB SCIENCE POWER
Registration Number:	1068328	VILLAGE SQUARE SHOPPE
Registration Number:	2010676	YA SE LEER
Registration Number:	1113121	\$YOUR INVESTMENTS\$

CORRESPONDENCE DATA

TRADEMARK
REEL: 003061 FRAME: 0528

Fax Number: (212)852-7729
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-852-7729
Email: dvoss@newscorp.com
Correspondent Name: Michelle V. Francis
Address Line 1: 12111 Avenue of the Americas
Address Line 2: 4th Floor
Address Line 4: New York, NEW YORK 11375

NAME OF SUBMITTER:	Michelle V. Francis
Signature:	/Michelle V. Francis, Esq./
Date:	04/05/2005

Total Attachments: 2
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Delaware

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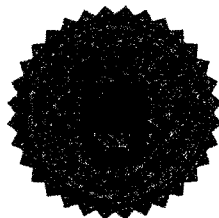
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "HARPERCOLLINS PUBLISHERS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "HARPERCOLLINS PUBLISHERS INC." TO "HARPERCOLLINS PUBLISHERS L.L.C.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 2005, AT 11:35 O'CLOCK A.M.

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

2122011 8100V

050206002



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3737114

DATE: 03-11-05

TRADEMARK
REEL: 003061 FRAME: 0530

**CERTIFICATE OF CONVERSION
OF
HARPERCOLLINS PUBLISHERS INC.,
A DELAWARE CORPORATION
TO
HARPERCOLLINS PUBLISHERS L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY**

(Under Section 266 of the Delaware General Corporation Law)

It is hereby certified that

1. The name of the Delaware corporation immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is HarperCollins Publishers Inc., and the name which such corporation was originally incorporated was Harper Holdings Corporation.
2. The date of filing of such corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was March 31, 1987.
3. HarperCollins Publishers Inc. is converted to a Delaware limited liability company whose name is HarperCollins Publishers L.L.C., as set forth in the Certificate of Formation of HarperCollins Publishers L.L.C. filed concurrently with this Certificate of Conversion with the Secretary of State of the State of Delaware.
4. The conversion has been approved in accordance with Section 266 of the Delaware General Corporation Law.

Executed on March 11, 2005.

/s/ Christopher L. Goff
By: Christopher L. Goff
Title: Authorized Officer