

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Triumph Books, Inc.		05/01/2006	CORPORATION: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Random House, Inc.		
<b>Street Address:</b>	1745 Broadway		
<b>Internal Address:</b>	Legal Department		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10019		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2430740	TRIUMPH BOOKS	
<b>Serial Number:</b>	78795142		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)829-4130		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-782-9101		
<b>Email:</b>	asheridan@randomhouse.com		
<b>Correspondent Name:</b>	Random House, Inc.		
<b>Address Line 1:</b>	1745 Broadway		
<b>Address Line 2:</b>	Legal Department		
<b>Address Line 4:</b>	New York, NEW YORK 10019		
<b>NAME OF SUBMITTER:</b>	Andrea T. Sheridan		
<b>Signature:</b>	/sheridan/		

CH \$65.00 2430740

Date:

09/29/2006

**Total Attachments: 6**

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STOCK PURCHASE AGREEMENT

STOCK PURCHASE AGREEMENT ("**Agreement**") dated as of May 1, 2006, by and between Mitchell L. Rogatz, an individual ("**Seller**"), and Random House, Inc., a New York corporation ("**Buyer**").

W I T N E S S E T H:

WHEREAS, Seller is the owner of 100 shares of common stock, no par value, constituting all of the issued and outstanding shares of common stock (the "**Shares**") of Triumph Books, Inc., an Illinois corporation ("**Triumph**"); and

WHEREAS, Triumph is engaged in the business of publishing and selling a portfolio of specialized and non-specialized sports and general interest trade books on a variety of subjects to retail markets (the "**Business**"); and

WHEREAS, Seller desires to sell the Shares to Buyer, and Buyer desires to purchase the Shares from Seller simultaneously with the execution and delivery of this Agreement (the "**Closing**"), upon terms and subject to the conditions hereinafter set forth;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE 1

Definitions

Section 1.01. *Definitions.*

(a) The following terms, as used herein, have the following meanings:

"**Active**" means, with respect to any agreement or title, an agreement or title that has generated \$10,000 or more in annual sales in the twelve (12) months prior to the date hereof.

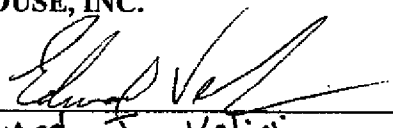
**Schedule 3.14(a)**

***Intellectual Property Rights***

1. US Federal Trademark Registrations
  - a. TRIUMPH BOOKS, Registration No. 2,430,740. Owned by Triumph Books, Inc. Federal Registration. Renewal date is February 27, 2011.
  - b. TRIUMPH logo, Application No. 78/795,142. Owned by Triumph Boc Federal Registration.
2. Domain Names  
www.triumphbooks.com. Owned by Triumph Books, Inc.
3. Secured Sites  
www.triumphbookssecuredsites.net

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

**RANDOM HOUSE, INC.**

By:   
Name: Edward J. Volini  
Title: Deputy Chairman, CFO + CAO

**MITCHELL L. ROGATZ**

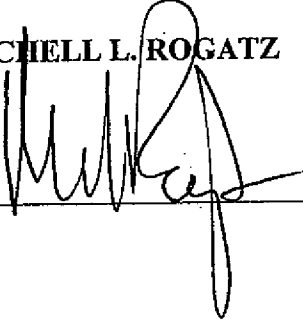
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Signature Page to Stock Purchase Agreement

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

**RANDOM HOUSE, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**MITCHELL L. ROGATZ**  
  
\_\_\_\_\_

Signature Page to Stock Purchase Agreement

IN WITNESS WHEREOF, the parties have duly executed this Escrow Agreement as of the date first above written.

**BUYER**

**Random House, Inc.**

By: \_\_\_\_\_



Name: Edward J. Volini

Title: Deputy Chair, CEO + CAO

**SELLER**

**Mitchell L. Rogatz**

\_\_\_\_\_

**ESCROW AGENT**

**J.P. Morgan Trust Company,  
National Association, as Escrow Agent**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature Page to Escrow Agreement

IN WITNESS WHEREOF, the parties have duly executed this Escrow Agreement as of the date first above written.

**BUYER**

**Random House, Inc.**

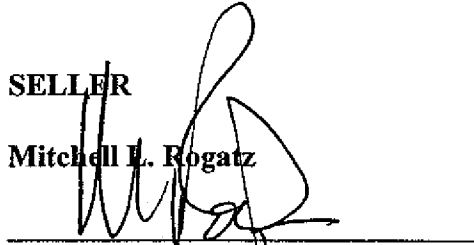
By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**SELLER**

**Mitchell L. Rogatz**



**ESCROW AGENT**

**J.P. Morgan Trust Company,  
National Association, as Escrow Agent**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature Page to Escrow Agreement