

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion from a Delaware corporation to a Delaware limited liability company under Delaware law

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Penguin Group (USA) Inc.		05/31/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Penguin Group (USA) LLC
Street Address:	375 Hudson Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10014
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 121

Property Type	Number	Word Mark
Serial Number:	85910875	BLUE RIDER PRESS
Registration Number:	4321652	LIVING FREE
Registration Number:	4309768	INKLIT
Registration Number:	4272379	VIKING
Registration Number:	4199923	READ FOR THE HEART
Registration Number:	4184323	READ HUMANE
Registration Number:	4167555	BLUE RIDER PRESS
Registration Number:	4136548	I THINK I CAN
Registration Number:	4129598	THE LITTLE ENGINE THAT COULD
Registration Number:	4115036	BERKLEY
Registration Number:	4111996	RAZORBILL
Registration Number:	4111995	RAZOR BILL
Registration Number:	4111988	B
Registration Number:	4086646	COMPLETE IDIOT'S CONCISE GUIDE

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TRADEMARK

Registration Number:	4086645	COMPLETE IDIOT'S MINI GUIDE
Registration Number:	4059607	A HAUNTED BOOKSHOP MYSTERY
Registration Number:	4056152	A COFFEEHOUSE MYSTERY
Registration Number:	4019465	THE LITTLE ENGINE THAT COULD
Registration Number:	4007414	READ PINK
Registration Number:	4007412	READ PINK
Registration Number:	3959952	BLACKTOP COWBOYS
Registration Number:	3926388	PGD
Registration Number:	3919874	COMPLETE IDIOT'S GUIDE
Registration Number:	3905486	
Registration Number:	3866338	ESPECIAL
Registration Number:	3770903	MAD LIBS
Registration Number:	3695945	PORTFOLIO
Registration Number:	3659008	AE AMY EINHORN BOOKS PUTNAM
Registration Number:	3659007	AMY EINHORN BOOKS
Registration Number:	3603981	ADULT MAD LIBS
Registration Number:	3471746	MAD LIBS
Registration Number:	3435897	VIKING
Registration Number:	3435597	PORTFOLIO
Registration Number:	3398843	MAD LIBS
Registration Number:	3351793	THE LITTLE ENGINE THAT COULD
Registration Number:	3351426	I THINK I CAN
Registration Number:	3351424	THE LITTLE ENGINE THAT COULD
Registration Number:	3330719	GROSSOLOGY
Registration Number:	3291322	THE LITTLE ENGINE THAT COULD
Registration Number:	3268788	THE LITTLE ENGINE THAT COULD
Registration Number:	3228353	THE LITTLE ENGINE THAT COULD
Registration Number:	3196325	WEE SING
Registration Number:	3181440	THE LITTLE ENGINE THAT COULD
Registration Number:	3045360	NAL NEW AMERICAN LIBRARY
Registration Number:	3033180	THE BARKER TWINS
Registration Number:	2998613	BERKLEY SENSATION
Registration Number:	2984255	NR
Registration Number:	2967163	WHERE FANTASY TAKES FLIGHT
Registration Number:	2941075	THE LITTLE ENGINE THAT COULD

	2915530	I THINK I CAN
Registration Number:	2904156	I THINK I CAN
Registration Number:	2870633	MAD LIBS JUNIOR
Registration Number:	2842338	THE POCKET IDIOT'S GUIDE
Registration Number:	2797270	DIAL
Registration Number:	2602635	NAL ACCENT
Registration Number:	2586559	MAD LIBS
Registration Number:	2530643	TAKE YOUR GAME FURTHER
Registration Number:	2431283	COMPLETE IDIOT'S GUIDE
Registration Number:	2428533	SC
Registration Number:	2428484	BRADYGAMES
Registration Number:	2389549	ILLUSTRATED JUNIOR LIBRARY
Registration Number:	2379661	HOW TO SAY IT
Registration Number:	2329622	
Registration Number:	2140702	GROSSOLOGY
Registration Number:	2129136	THE COMPLETE IDIOT'S GUIDE TO
Registration Number:	2105963	GROSSOLOGY
Registration Number:	2059200	JT
Registration Number:	2046679	BALLET SLIPPERS
Registration Number:	2038915	TARCHER
Registration Number:	2020975	
Registration Number:	2012873	PAPERSTAR
Registration Number:	1970545	MAD MYSTERIES
Registration Number:	1918842	RIVERHEAD
Registration Number:	1904407	DIAL
Registration Number:	1851479	PUTNAM
Registration Number:	1849890	NEW AMERICAN
Registration Number:	1720209	KID LIBS
Registration Number:	1699007	
Registration Number:	1691533	ACE
Registration Number:	1691461	G.P. PUTNAM'S SONS
Registration Number:	1651931	
Registration Number:	1639364	ONCE UPON AMERICA
Registration Number:	1631604	VIKING
Registration Number:	1624797	ROC

	1600816	HP BOOKS
Registration Number:	1436407	D
Registration Number:	1432907	ONYX
Registration Number:	1386648	WEE SING
Registration Number:	1379116	SIGNET CLASSIC
Registration Number:	1304976	THE VIKING PORTABLE LIBRARY
Registration Number:	1304975	THE PORTABLE
Registration Number:	1251650	PHILOMEL
Registration Number:	1240310	A PERIGEE BOOK
Registration Number:	1186698	A JOVE BOOK
Registration Number:	1108626	MERIDIAN
Registration Number:	1107991	M
Registration Number:	1107261	DUTTON
Registration Number:	1097408	PSS!
Registration Number:	1079356	BERKLEY
Registration Number:	1018812	MAD LIBS
Registration Number:	949816	P
Registration Number:	941490	PLATT & MUNK
Registration Number:	907584	S SIGNET
Registration Number:	903909	PLUME
Registration Number:	901566	M
Registration Number:	697844	SC SIGNET CLASSIC
Registration Number:	511927	SIGNET
Registration Number:	510998	MENTOR
Serial Number:	85882327	STACKS
Serial Number:	85847405	IDIOT'S GUIDES AS EASY AS IT GETS!
Serial Number:	85847388	AS EASY AS IT GETS!
Serial Number:	85847371	IDIOT'S GUIDES
Serial Number:	85751182	ADULT MAD LIBS
Serial Number:	85749234	PUBCORE
Serial Number:	85642483	
Serial Number:	85633187	ADULT MAD LIBS
Serial Number:	85623310	COMPLETE IDIOT'S GUIDE
Serial Number:	85509474	PINTAIL
Serial Number:	85422627	RAZORBILL

	85422613	RAZOR BILL
Serial Number:	85407214	INTERMIX

CORRESPONDENCE DATA

Fax Number: 2123701819
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-661-1400
Email: rkadden@vonmaltitz.com
Correspondent Name: Ronald S. Kadden
Address Line 1: 60 East 42nd Street
Address Line 2: Suite 2446
Address Line 4: New York, NEW YORK 10165

ATTORNEY DOCKET NUMBER:	3301
NAME OF SUBMITTER:	Ronald S. Kadden
Signature:	/Ronald S. Kadden/
Date:	06/04/2013

Total Attachments: 5
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "PENGUIN GROUP (USA) INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PENGUIN GROUP (USA) INC." TO "PENGUIN GROUP (USA) LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2013, AT 11:51 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF JUNE, A.D. 2013, AT 12:01 O'CLOCK A.M.

2693236 8100V

130711570



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0472802

DATE: 05-31-13

TRADEMARK
REEL: 005039 FRAME: 0733

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A
LIMITED LIABILITY COMPANY
OF
PENGUIN GROUP (USA) INC.
(a Delaware corporation)
TO
PENGUIN GROUP (USA) LLC
(a Delaware limited liability company)

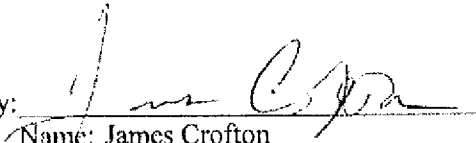
This Certificate of Conversion, dated as of May 31, 2013 (this "Certificate"), has been duly executed and is being filed by Penguin Group (USA) Inc., a Delaware corporation (the "Corporation"), to convert the Corporation to Penguin Group (USA) LLC, a Delaware limited liability company (the "Limited Liability Company"), in accordance with Section 266 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-214 of the Limited Liability Company Act of the State of Delaware (the "DLLCA").

1. The jurisdiction where the Corporation first formed is the State of Delaware.
2. The jurisdiction of the Corporation immediately prior to filing this Certificate is the State of Delaware.
3. The date the Corporation first formed is December 11, 1996.
4. The name of the Corporation immediately prior to filing this Certificate is Penguin Group (USA) Inc.
5. The name, as set forth in the Certificate of Formation, of the limited liability company into which the Corporation is hereby being converted is Penguin Group (USA) LLC.
6. The effective time of the conversion of the Corporation to the Limited Liability Company for purposes of the DGCL and the DLLCA is 12:01 a.m. on June 2, 2013. Solely for U.S. federal and applicable state and local income tax purposes, and consistent with Revenue Ruling 2004-59 and Revenue Ruling 2009-15, the transactions resulting in the conversion shall be deemed to occur at 11:59 p.m. on June 1, 2013.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
as of the date first above written.

PENGUIN GROUP (USA) INC.

By: 
Name: James Crofton
Title: Chief Financial Officer

[Signature Page to Certificate of Conversion for Penguin Group (USA) Inc.]

TRADEMARK
REEL: 005039 FRAME: 0735

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "PENGUIN GROUP (USA) LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2013, AT 11:51 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE SECOND DAY OF JUNE, A.D. 2013, AT 12:01 O'CLOCK A.M.

2693236 8100V

130711570



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0472802

DATE: 05-31-13

TRADEMARK
REEL: 005039 FRAME: 0736

CERTIFICATE OF FORMATION

OF

PENGUIN GROUP (USA) LLC

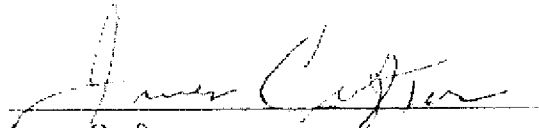
This Certificate of Formation of Penguin Group (USA) LLC (the "Company") is being duly executed and filed by the undersigned for the purpose of forming a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware.

FIRST: The name of the limited liability company formed hereby is Penguin Group (USA) LLC.

SECOND: The address of the registered office of the Company in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, 19808. The name of the registered agent of the Company at such address is Corporation Service Company.

THIRD: The effective time of the formation of the Company for purposes of the Limited Liability Company Act of the State of Delaware is 12:01 a.m. on June 2, 2013.

IN WITNESS WHEREOF, the undersigned, being the authorized individual forming the Company, has executed this Certificate of Formation on this 31st day of May 2013.


James Crofton
Authorized Person