

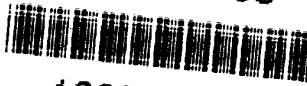
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U.S. Department of Commerce
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks: Please return this document to the address below or copy thereof.

1. Name of conveying party:

Waterbrook Press, Inc.

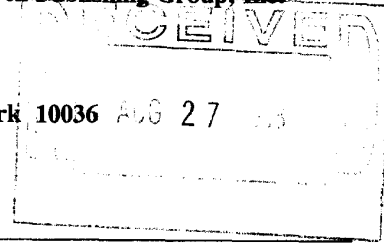
Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party

Name: Bantam Doubleday Dell Publishing Group, Inc.

Address: 1540 Broadway
New York, New York 10036



Individual(s) citizenship _____
Association _____
General Partnership _____
Limited Partnership _____
 Corporation-State of Delaware
Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: not applicable
(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: June 11, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/474,383 and 75/474,382

B. Trademark Registration No.(s)

2,179,317 and 2,179,318

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

William M. Borchard, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved:

Four (4)

7. Total fee (37 CFR 3.41)..... \$115

Enclosed
 Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

09/02/1998 TTD11 0000044 2179317

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William M. Borchard
Name of Person Signing

William M. Borchard
Signature

8/25/98
Date

Total number of pages including cover sheet, attachments, and document: Four (4)

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm.335, Washington, D.C. 20231

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WATERBROOK PRESS INC.", A DELAWARE CORPORATION,

WITH AND INTO "BANTAM DOUBLEDAY DELL PUBLISHING GROUP, INC." UNDER THE NAME OF "BANTAM DOUBLEDAY DELL PUBLISHING GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JUNE, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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981238300

AUTHENTICATION: 9150033

DATE: 06-19-98

TRADEMARK

REEL: 1776 FRAME: 0327

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WATERBROOK PRESS, INC.

INTO

BANTAM DOUBLEDAY DELL PUBLISHING GROUP, INC.

PURSUANT TO SECTION 253 OF THE GENERAL

CORPORATION LAW OF THE STATE OF DELAWARE

It is hereby certified that:

1. Bantam Doubleday Dell Publishing Group, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation owns all the outstanding shares of each class of the capital stock of WaterBrook Press, Inc. ("WaterBrook"), a Delaware corporation.
3. On June 11, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge WaterBrook into the Corporation:

RESOLVED, that the Corporation merge into itself its subsidiary WaterBrook and that all of the estate, property, rights, privileges, powers and franchises of WaterBrook be vested in and held and enjoyed by the Corporation fully and entirely and without change or diminution as the same were before held and enjoyed by WaterBrook in its name;

FURTHER RESOLVED, that the Corporation shall assume all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED, that the President and the Secretary of the Corporation be, and they hereby are, directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said WaterBrook into the Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of the County of New Castle; and

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