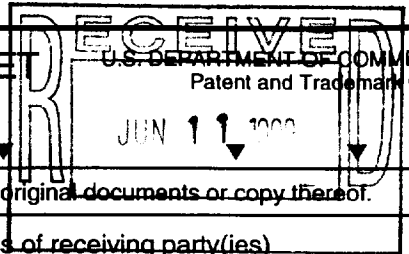


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ached original documents or copy thereof.

To the Honorable Commissioner of P.

1. Name of conveying party(ies):

Clarkson N. Potter, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 8, 1998

2. Name and address of receiving party(ies)

Name: Random House Value Publishing, Inc.

Internal Address: _____

Street Address: 34 Engelhard Avenue

City: Avenel State: NJ ZIP: _____

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,570,872

Additional numbers attached? Yes No

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

Name: Jeffrey C. Katz, Esq.

Internal Address: Davis & Gilbert LLP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00 €

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

06/14/1999 DNGUYEN 00000328 1570872

DO NOT USE THIS SPACE

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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.

Jeffrey C. Katz
Name of Person Signing

Signature

6-8-99
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

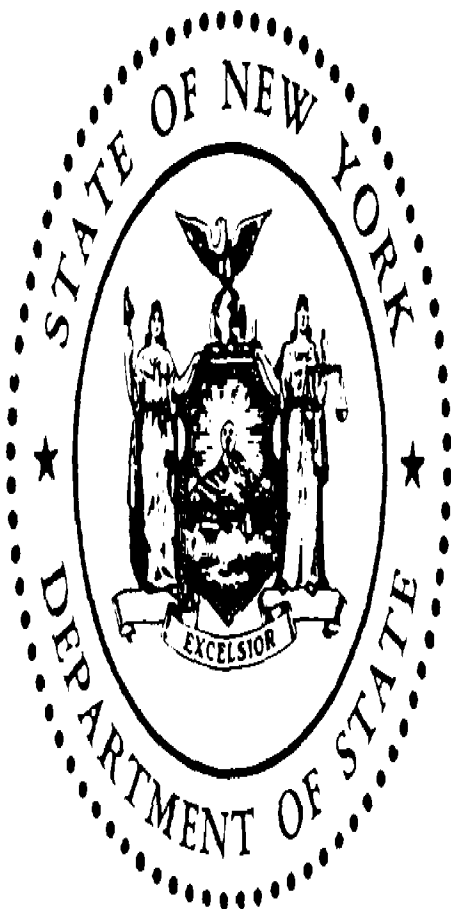
TRADEMARK
REEL: 001912 FRAME: 0284

State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

MAY 24 1999



A handwritten signature in black ink, appearing to read "J. L. ...", written over a horizontal line.

Special Deputy Secretary of State

F 981208000749

CERTIFICATE OF MERGER

OF

CLARKSON N. POTTER, INC.

WITH AND INTO

RANDOM HOUSE VALUE PUBLISHING, INC.

, Under Section 905 of the Business Corporation Law

CSC 45

It is hereby certified, upon behalf of each of the constituent corporations herein named, 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 a subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on February 24, 1959, is Clarkson N. Potter, Inc.

THIRD: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 21, 1944, is Random House Value Publishing, Inc. The name under which Random House Value Publishing, Inc. was formed is Gramercy Publishing Co., Inc.; which name was changed to Phoenix Publishing Co., Inc. on September 6, 1945; to Phoenix Press, Inc. on December 10, 1951; and to Random House Value Publishing, Inc. on March 4, 1994.

FOURTH: The number of outstanding shares of Clarkson N. Potter, Inc. is 1,280, all of which are of the same class and all of which are owned by Random House Value Publishing, Inc.

FIFTH: The merger herein certified was authorized in respect of the surviving corporation Random House, Inc. by written consent of the Board of Directors thereof.

IN WITNESS WHEREOF, the undersigned has executed this document on the date set forth below and does hereby affirm, under the penalties of perjury, that the statements contained herein are true and correct.

Dated: November 16, 1998

Random House Value Publishing, Inc.

By: *Jacqueline Chasey*
Jacqueline Chasey, Secretary

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CSC 45

CERTIFICATE OF MERGER

OF

CLARKSON N. POTTER, INC.

WITH AND INTO

RANDOM HOUSE VALUE PUBLISHING, INC.

Under Section 905 of the Business Corporation Law

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 08 1998
TAX S
BY: JAF
New York

Bertelsmann Inc.
1540 Broadway, 24th Floor
New York, NY 10036-4098
054524-10cst

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