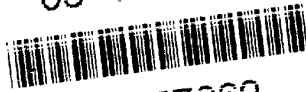


03-11-1998



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COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Geyer-McAllister Publications, Inc.

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

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

3. Nature of conveyance:

MRD 2-27-98

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

Execution Date: February 1, 1998

2. Name and address of receiving party(ies)

Name: Reed Elsevier Properties Inc.

Internal Address:

Street Address: 1105 N. Market Street

City: Wilmington State: DE ZIP: 19801

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

987,387

Additional numbers attached? Yes No

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

Name: Renee Simonton

Internal Address: Reed Elsevier Properties, Inc.

Street Address: 1105 North Market Street

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: 7

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

03/11/1998 BCOATES 0000139 987387 40.00 EP

DO NOT USE THIS SPACE

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.

Renee Simonton
Name of Person Signing

Renee P. Simonton
Signature

2/26/98

Date

Total number of pages including cover sheet, attachments, and document: 5

ASSIGNMENT OF TRADEMARKS

This Trademark Assignment (the "Assignment"), dated as of February 1, 1998, is made by Geyer-McAllister Publications, Inc., a New York corporation, located at 51 Madison Avenue, New York, New York 10010 ("Assignor"), in favor of Reed Elsevier Properties Inc., a Delaware corporation, located at 1105 North Market Street, Wilmington, Delaware 19801 ("Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks listed on Schedule A hereto, the registrations therefor and the goodwill appurtenant thereto (hereinafter, the "Marks");

WHEREAS, Assignor was the original applicant for the trademarks listed on Schedule B hereto (hereinafter, the "Other Marks");

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement, dated February 5, 1998 (the "Asset Purchase Agreement"), pursuant to which Assignor has agreed to sell and transfer to Assignee, and Assignee has agreed to purchase, substantially all of the assets, properties, rights and business of the Assignor used in connection with the publishing, printing, transmitting, marketing, sale and distribution of the Publications, as defined in the Asset Purchase Agreement;

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the Marks and the Other Marks; and


WHEREAS, Assignee desires to acquire all of Assignor's right, title, and interest in and to the Marks and the Other Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor sells, assigns, transfers and sets over to Assignee, Assignor's entire right, title, interest in and to the Marks and the Other Marks, together with the goodwill of the business in connection with which the Marks and Other Marks is used and which is symbolized by the Marks and the Other Marks. All rights and privileges, including the right to sue for past infringement, granted and secured by any of the items assigned to Assignee under the Assignment will be held and enjoyed by Assignee, its successors, assigns and other legal

representatives. Assignor authorizes and requests the United States Patent and Trademark Office and any other official throughout the world whose duty is to register and record ownership in trademarks to record Assignee as the assignee and owner of the right, title, and interest assigned under this Assignment. Assignor agrees to execute and deliver at a future date any further documents that Assignee determines may be necessary or desirable to perfect Assignee's ownership of any rights in the Marks.


IN WITNESS WHEREOF, Assignor and Assignee execute this Trademark Assignment as of the year and date first set forth above.

GEYER-MCALLISTER PUBLICATIONS, INC.

By: 
Name: Douglas P. Caffarone
Title: President

ACKNOWLEDGED:

REED ELSEVIER PROPERTIES INC.

By: 
Name: RENEE SIMONTON
Title: PRESIDENT

SCHEDULE A

(a) Certificate of Renewal, effective February 13, 1988, for Registration No. 844,326, dated October 4, 1988, and Certificate of Registration No. 844,326, dated February 13, 1968, for "Gifts & Decorative Accessories"

(b) Certificate of Registration No. 1,981,783, dated June 18, 1996, for "Regalos Y Accesorios Decorativos"

(c) Mexican Trademark Registration No. 500816, dated November 11, 1994, for "Regalos Y Accesorios Decorativos"

(d) Certificate of Registration No. 987,397, dated July 2, 1974, for "Playthings" and renewal, effective July 2, 1994, from Patent and Trademark Office

SCHEDULE B

- (a) Serial No. 74-557,742, for "Gifts & Decorative Accessories"
- (b) Serial No. 74-532,389 for "Regalos Y Accesorios Decorativos"



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MAY 03, 1998

PTAS

REED ELSEVIER PROPERTIES, INC.
RENEE SIMONTON
1105 NORTH MARKET STREET
WILMINGTON, DE 19801



100657262A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 02/27/1998

REEL/FRAME: 1698/0052
NUMBER OF PAGES: 5

BRIEF: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

ASSIGNOR:

GEYER-MCALLISTER PUBLICATIONS,
INC.

DOC DATE: 02/01/1998
CITIZENSHIP: NEW YORK
ENTITY: CORPORATION

ASSIGNEE:

REED ELSEVIER PROPERTIES INC.
1105 N. MARKET STREET
WILMINGTON, DELAWARE 19801

CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

APPLICATION NUMBER: 80987387
REGISTRATION NUMBER: 0987387

FILING DATE:
ISSUE DATE: 07/02/1974

MARK: GRAND PRIX

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TRADEMARK
REEL: 1758 FRAME: 0802

1698/0052 PAGE 2

TARA WASHINGTON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

RECORDED: 07/02/1998

TRADEMARK
REEL: 1758 FRAME: 0803