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Tab settings

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To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

The Putnam Berkley Group, Inc.

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

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 31, 1998

2. Name and address of receiving party(ies)

Name: Penguin Putnam Inc.

Internal Address: _____

Street Address: 375 Hudson Street

City: New York State: NY ZIP: 10014

- 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)

See attached Schedule A

Additional numbers attached? Yes No

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

Name: Ronald S. Kadden

Internal Address: _____

Von Maltitz, Derenberg, Kunin,

Janssen & Giordano

Street Address: 60 East 42nd Street

City: New York State: NY ZIP: 10165

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

22-0560

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

01/28/1999 TTU11 00000111 1240310

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 275.00 DP

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.

Ronald S. Kadden
Name of Person Signing

Ronald S. Kadden
Signature

1/26/99

Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments TRADEMARK
Washington, D.C. 20231

REEL: 1845 FRAME: 0315

SCHEDULE A

| <u>Trademark</u> | <u>Registration No.</u> |
|----------------------|-------------------------|
| A PERIGEE BOOK | 1,240,310 |
| FAST ROLLING | 1,347,824 |
| G.P. PUTNAM'S SONS | 1,691,461 |
| PACER | 1,347,827 |
| PAPERSTAR | 2,012,873 |
| PEA POD | 1,354,437 |
| PHILOMEL | 1,251,650 |
| PUTNAM | 1,851,479 |
| PUTNAM BERKELY AUDIO | 2,132,303 |
| PUTNAM NEW MEDIA | 1,871,838 |
| RIVERHEAD | 1,918,842 |
| SANDCASTLE | 1,825,104 |

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 AGREEMENT OF MERGER, WHICH MERGES:

"BERKLEY PUBLISHING CORPORATION", A DELAWARE CORPORATION,
"CHARTER COMMUNICATIONS, INC.", A NEW YORK CORPORATION,
"COWARD-MCCANN, INC.", A NEW YORK CORPORATION,
"JEREMY P. TARCHER, INC.", A CALIFORNIA CORPORATION,
"JOVE PUBLICATIONS, INC.", A DELAWARE CORPORATION,
"J. P. TARCHER, INC.", A DELAWARE CORPORATION,
"PENGUIN BOOKS USA INC.", A NEW YORK CORPORATION,
"PLATT & MUNK, INC.", A NEW YORK CORPORATION,
"PRICE STERN SLOAN, INC.", A DELAWARE CORPORATION,
"THE PUTNAM BERKLEY GROUP, INC.", A NEW YORK CORPORATION,

WITH AND INTO "PENGUIN PUTNAM INC." UNDER THE NAME OF "PENGUIN PUTNAM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE



Edward J. Freel

Edward J. Freel, Secretary of State

2693236 8100M

AUTHENTICATION:

9448054

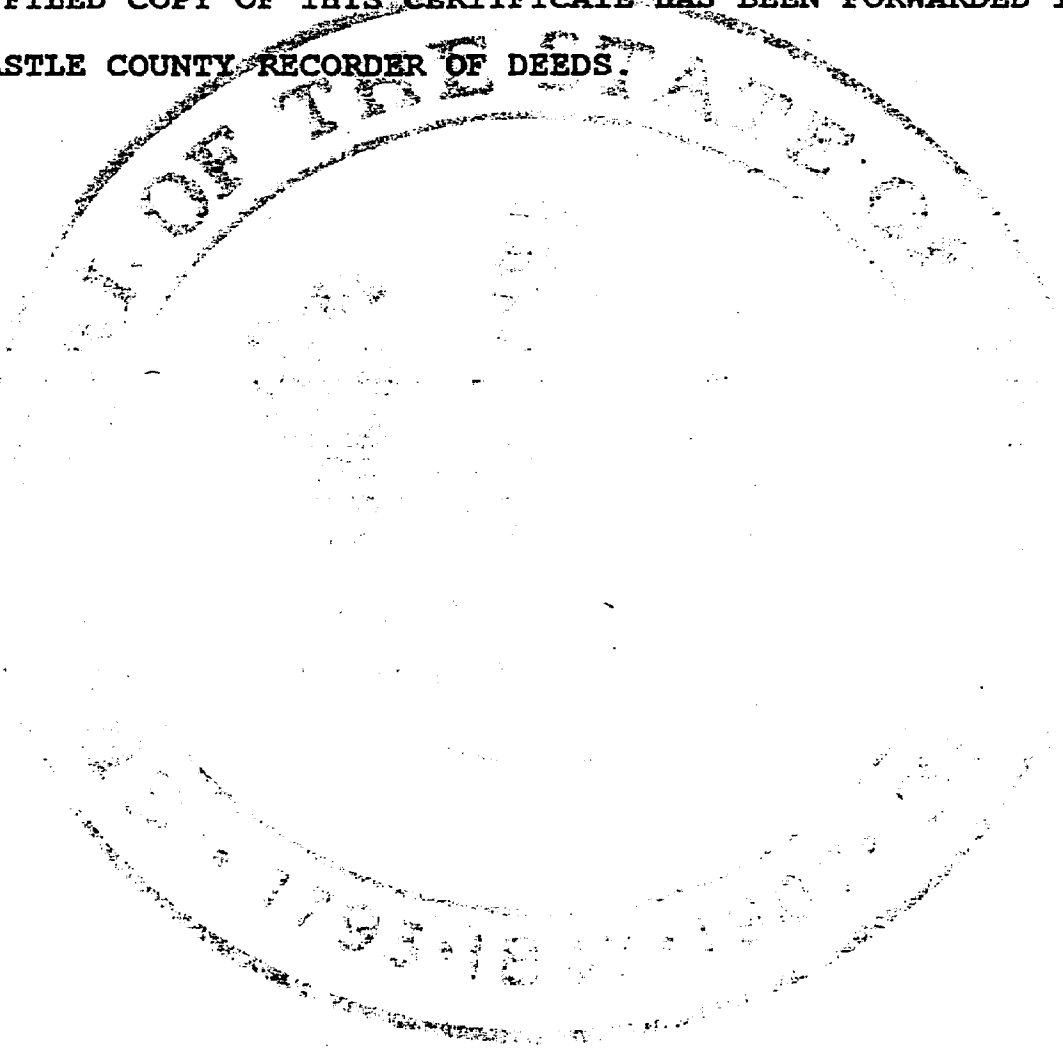
981470478

DATE: TRADEMARK

REEL: 1848 FRAME: 0317

THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

2693236 8100M

RECORDED: 01/27/1999

DATE: 971231 TRADEMARK

REEL: 1845 FRAME: 0318