

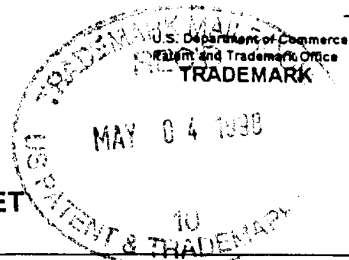
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-29-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MPK
5-4-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) of copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
12/24/97

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Valley Record Distributors, Inc.

12/23/97

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Valley Media, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) P.O. Box 2057

Address (line 2) 1280 Santa Anita Court

Address (line 3) Woodland

California

95776

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

05/28/1998 DCOATES 00000201 75273954

01 FC:481
02 FC:482

40.00 DP
175.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1732 FRAME: 0116

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/273,954"/>	<input type="text" value="75/273,952"/>	<input type="text" value="75/273,953"/>	<input type="text" value="2,107,160"/>	<input type="text" value="2,139,295"/>	<input type="text"/>
<input type="text" value="75/273,951"/>	<input type="text" value="75/321,624"/>	<input type="text" value="75/460,691"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$


Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Shirley J. Su  May 4, 1998

Name of Person Signing Signature Date Signed

State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

22nd 1937



Bill Jones

Secretary of State

A0501900

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

DEC 24 1997

BILL JONES, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
VALLEY RECORD DISTRIBUTORS, INC.

J. Randolph Cerf certifies that:

1. He is the Vice President and Secretary of Valley Record Distributors, Inc., a California corporation (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read in its entirety as follows:

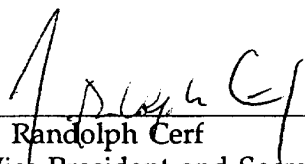
The name of the corporation is Valley Media, Inc.

3. The foregoing amendment to the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

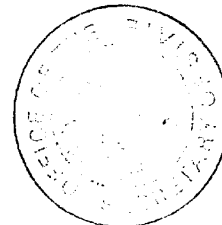
4. The foregoing amendment to the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation is 602,363 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common Stock.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of my own knowledge.

Executed at Woodland, California on this 23^d day of December, 1997.



J. Randolph Cerf
Vice President and Secretary



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