

06-08-1998

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FORM PTO-1604
1-31-92

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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 record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Valley Record Distributors, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Valley Media, Inc.

Internal Address:

Street Address: 1280 Santa Anita Court

City: Woodland State: CA ZIP: 95771

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

3. Nature of conveyance:

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

Execution Date: December 23, 1997

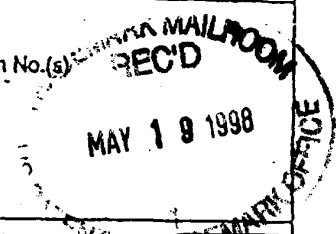
4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/055,724

B. Trademark registration No.(s)

Additional numbers attached? Yes No



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

Name: Kerry J. McLean, Esq.
Howard, Rice, Nemerovski,
Canady, Falk & Rabkin

Internal Address:

Street Address: Three Embarcadero Center,
7th Floor

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved: 1

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

- Enclosed, but if found insufficient is
- Authorized to be charged to deposit account

8. Deposit account number: 08-2792

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

06/04/1998 JSH/BAZZ 00000193 75055724

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9. Statement and signatures.

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.

Kerry J. McLean

Name of Person Signing

Kerry J. McLean
Signature

May 19, 1998

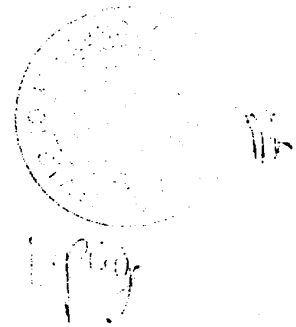
Date

Total number of pages comprising cover sheet

1

OMB No. 0651-0011 (exp. 4-94)

TRADEMARK
REEL: 1736 FRAME: 0735



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

DEC 27 1997



Bill Jones

Secretary of State

AUG 1997

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:

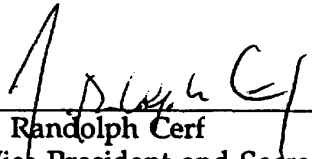
1. He is the Vice President and Secretary of Valley Record Distributors, Inc., a California corporation (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read in its entirety as follows:

The name of the corporation is Valley Media, Inc.

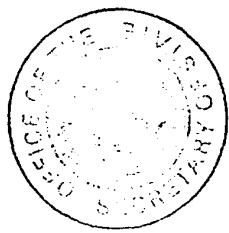
3. The foregoing amendment to the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment to the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California 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 23rd day of December, 1997.



 J. Randolph Cerf
 Vice President and Secretary



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