

RECORDATION FORM FOR
TRADEMARKS

02-10-1999

FEDERAL COMMERCE
TRADEMARK OFFICE



100962613

Tab settings → ↻ ↻ ▼

To the Honorable Commissioner of Patents and Trademarks: Please refer to

1 of 1
/ thereof.

1. Name of conveying party(ies):

Woolworth Specialty Corporation

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

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

3. Nature of conveyance:

2-5-99

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

Execution Date: June 11, 1998

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

Name: The San Francisco Music Box Company

Internal Address: _____

Street Address: 390 North Wiget Lane

City: Walnut Creek State: CA ZIP: 94598

- 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

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

A. Trademark Application No.(s)

(NONE)

B. Trademark registration No.(s)

1,968,144 - MELODIES IN TIME

Additional numbers attached? Yes No

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

Name: Jillian D. Sexsmith, Esq.

Internal Address: Venator Group, Inc.

Street Address: 233 Broadway

City: New York State: NY ZIP: 10279

6. Total number of applications and registrations involved: _____

10

7. Total fee (37 CFR 3.41):..... \$265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-3062

265E

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

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.

Jillian D. Sexsmith

Name of Person Signing

Jillian D. Sexsmith
Signature

2/10/99
Date

Total number of pages comprising this sheet: _____

2

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NO. 00
DATE

CONTINUATION OF SECTION 4B

Registration No. and Corresponding Mark

1,881,068	VICTORIAN SCRAPBOOK
1,809,085	MOUSE CAPERS THE SAN FRANCISCO MUSIC BOX COMPANY and Design
1,802,035	TEDDY TEMPO THE SAN FRANCISCO MUSIC BOX COMPANY and Design
1,739,725	AMERICAN TREASURES COLLECTION
1,725,457	THE SAN FRANCISCO MUSIC BOX COMPANY
1,725,456	THE SAN FRANCISCO MUSIC BOX COMPANY and Design
1,614,430	THE SAN FRANCISCO MUSIC BOX COMPANY and Design
1,486,526	THE SAN FRANCISCO MUSIC BOX COMPANY
1,675,439	THE SAN FRANCISCO MUSIC BOX COMPANY and Design

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State of California



SECRETARY OF STATE

me

5/10/07

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



Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
WOOLWORTH SPECIALTY CORPORATION

We, Dale W. Hilpert, the President, and Sheilagh M. Clarke, the Secretary, of Woolworth Specialty Corporation, a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the President and the Secretary, respectively, of Woolworth Specialty Corporation, a California corporation.
2. That an amendment of the Restated Articles of Incorporation of this corporation has been approved by the Board of Directors.
3. The amendment so approved by the Board of Directors is as follows:

"Article I of the Restated Articles of Incorporation of the Company be, and it hereby is, amended to be and read in its entirety as follows:

"The name of this corporation (the 'Company') is
THE SAN FRANCISCO MUSIC BOX COMPANY."

4. That the sole shareholder approved the amendment to the Restated Articles of Incorporation, and the wording of said amendment as approved by the sole shareholder is the same as that set forth above in Paragraph 3. The amendment was approved by the written consent of the holder of all of the outstanding shares of this corporation, having not less than the minimum number of required votes of shareholders necessary to approve said amendment in accordance with Section 902 of

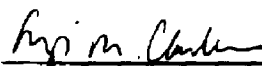
the California Corporations Code. There are 5,000,000 shares outstanding.

5. That this certificate shall become effective upon filing.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at New York, New York, as of the 11th day of June 1998.



Dale W. Hilpert
President



Sheilagh M. Clarke
Secretary

6998

