

02-16-2001



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Docket No.:
16214.5.3

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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):

TMG-Direct Marketing, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

2-5-01

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

Execution Date: **November 26, 1997**

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

Name: **The Musicland Group, Inc.**

Internal Address:

Street Address: **10400 Yellow Circle Drive**

City: **Minnetonka** State: **MN** ZIP: **55343**

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

A. Trademark Application No.(s)

02/15/2001 STON11 00000205 1918494

01 FC:481

40.00 OP

Additional numbers

B. Trademark Registration No.(s)

1,918,494



02-05-2001

Yes No

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #71

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

Name: **David C. West**

Internal Address: **Fredrikson & Byron, P.A.**

1100 International Centre

Street Address: **900 Second Avenue South**

City: **Minneapolis** State: **MN** ZIP: **55402**

6. Total number of applications and registrations involved:.....

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1910

40E

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.

Jill A. Burton

Name of Person Signing

Jill A. Burton

Signature

31 January 2001

Date

4

Total number of pages including cover sheet, attachments, and

State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"TMG-DIRECT MARKETING, INC.", A DELAWARE CORPORATION, WITH AND INTO "THE MUSICLAND GROUP, INC." UNDER THE NAME OF "THE MUSICLAND GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997, AT 4:29 O'CLOCK P.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION 8779568

DATE 11-26-97

TRADEMARK
REEL: 002236 FRAME: 0962

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING TMG-DIRECT MARKETING, INC. (A Delaware Corporation)
INTO THE MUSICLAND GROUP, INC. (A Delaware Corporation)

THE MUSICLAND GROUP, INC. ("Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify pursuant to Section 253 of the General Corporate Law of the State of Delaware:

FIRST: That the Corporation was incorporated on the 7th day of March, 1977, pursuant to the General Corporation Law of the State of Delaware under the name of Pickwick Holding Company.

SECOND: That the Corporation filed a Certificate of Ownership with the Delaware Secretary of State on the 21st day of July 1977, changing the corporate name to Pickwick International, Inc.

THIRD: That the Corporation filed a Restated Certificate of Incorporation with the Delaware Secretary of State on the 31st day of July, 1986, changing the corporate name to The Musicland Group, Inc.

FOURTH: That the Corporation filed a Certificate of Merger with the Delaware Secretary of State on the 25th day of August, 1988, merging Tuba, Inc. into the Corporation and restating its Certificate of Incorporation.

FIFTH: That the Corporation owns all of the outstanding shares of capital stock of TMG-Direct Marketing, Inc. a corporation organized and existing under the laws of the State of Delaware.

SIXTH: That the Corporation, by the following resolutions, duly adopted by the Board of Directors at a regular meeting held on October 27, 1997, determined to and did merge TMG-Direct Marketing, Inc. into itself.

RESOLVED, that TMG-Direct Marketing, Inc. be, and it hereby is, merged with and into The Musicland Group, Inc., (the "Corporation") in accordance with the following Plan of Merger:

1. **Surviving Corporation.** TMG-Direct Marketing, Inc. shall be merged into this Corporation, which shall be the surviving corporation.

2. **Ownership of Stock.** The outstanding shares of capital stock of TMG-Direct Marketing, Inc., consist of 100 shares of common stock, \$0.01 par value, all of which are owned by this Corporation.

3. **Terms and Conditions of Merger.** On the effective date of the merger of TMG-Direct Marketing, Inc. into this Corporation, the separate existence of TMG-Direct Marketing, Inc. shall cease, the capital stock of TMG-Direct Marketing, Inc. shall be canceled and this Corporation shall succeed to all the properties, rights and other assets and shall be subject to all the liabilities of TMG-Direct Marketing, Inc. without further action by either corporation.

4. **Further Assurances.** If at any time the Corporation shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of TMG-Direct Marketing, Inc. as of the effective date of this merger, shall execute such conveyances or documents or take such other actions.

5. **Effective Date.** The Effective Date of this merger shall be the 30th day of November, 1997; and

FURTHER RESOLVED, that the proper officer or officers of this Corporation be, and each of them hereby is, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the Resolutions to merge said TMG-Direct Marketing, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State, and to do all such further acts and things whatsoever, whether within or without the State of Delaware, which the officer or officers executing such Certificate of Ownership and Merger may deem necessary or appropriate in order to effect said merger.

SEVENTH: Anything contained herein or elsewhere to the contrary, notwithstanding, this merger may be terminated or abandoned by the Board of Directors of the Corporation at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, The Musicland Group, Inc. has caused this Certificate to be signed by Jack W. Eugster, its President and Chief Executive Officer, and attested by Linda Alsid Ruehle, its Assistant Secretary, this 27th day of October, 1997.

THE MUSICLAND GROUP, INC.

By: 

Keith A. Benson
Vice Chairman & CFO

By: 

Linda Alsid Ruehle
Assistant Secretary