

02-16-2001



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Docket No.:

16214.5.56

Tab settings 2-5-01

To the Honorable Commissioner of F

... the attached original documents or copy thereof.

1. Name of conveying party(ies):

Orchard Lane Music, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: **December 8, 1998**

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 N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,166,074

Additional numbers Yes No

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:.....

7. Total fee (37 CFR 3.41):.....\$ **840.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1910

RECEIVED
2001 FEB -5 PM: 3:47
ASSIGNMENT SERVICES
DIVISION

DO NOT USE THIS SPACE

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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

Signature

31 January 2001

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ORCHARD LANE MUSIC, 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, WAS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 1998, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

STATE OF MINNESOTA
FILED-DUPLICATE COPY

DEC 14 1998

Jan Anderson Howe
Secretary of State



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9445204

DATE: 12-08-98

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REEL: 002237 FRAME: 0526

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING ORCHARD LANE MUSIC, 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 Corporation.

SECOND: That the Corporation filed a Certificate of Ownership and Merger with the Delaware Secretary of State on the 21st day of July, 1977, merging Pickwick International, Inc. into the Corporation and 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 Orchard Lane Music, 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 Unanimous Written Consent of the Board of Directors on November 30, 1998, determined to and did merge Orchard Lane Music, Inc. into itself pursuant to Section 253 of the General Corporation Law of the State of Delaware:

RESOLVED, that Orchard Lane Music, 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. Orchard Lane Music, Inc. shall be merged into this Corporation, which shall be the surviving corporation.
2. Ownership of Stock. The outstanding shares of capital stock of Orchard Lane Music, 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 Orchard Lane Music, Inc. into this Corporation, the separate existence of Orchard Lane Music, Inc. shall cease, the capital stock of Orchard Lane Music, 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 Orchard Lane Music, 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 Orchard Lane Music, 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, 1998.

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 Orchard Lane Music, 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, the 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 Keith A. Benson, its Vice Chairman and Chief Financial Officer, and attested by Linda Alsid Ruehle, its Assistant Secretary, this 30th day of November, 1998.

THE MUSICLAND GROUP, INC.

By: _____


Keith A. Benson
Vice Chairman & CFO

By: _____


Linda Alsid Ruehle
Assistant Secretary