

09-24-2001



101852827

To the Honorable Commissioner of  
thereof.

or the attached original documents or copy

## 1. Name of conveying party(ies):

Harman Music Group, Incorporated

- ☐ Individual(s) ☐ Ltd. Partnership  
☐ General Partnership ☐ Association  
☒ Corporation-State -- **Delaware**  
☐ Other

Additional names of conveying party(ies) attached?

☐ Yes ☒ No

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

Harman International Industries, Incorporated  
8500 Balboa Blvd.  
Northridge, CA 91329

- ☐ Individual(s) citizenship  
☐ General Partnership  
☐ Limited Partnership  
☒ Corporation-State - **Delaware**  
☐ 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 ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Other

Execution Date: **September 6, 2001**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**2,085,243 2,036,492****1,032,613**Additional numbers attached? ☐ Yes ☒ No5. Name and address of party to whom correspondence  
concerning document should be mailed:

Robert P. Hart, Esq.  
Harman International Industries, Incorporated  
8500 Balboa Blvd.  
Northridge, CA 91329

6. Total number of applications and registrations involved: **[ 3 ]**

7. Total fee (37 CFR 3.41).....\$90.00

- ☐ Enclosed  
☒ Authorized to be charged to deposit account

8. Deposit account number: **50-1929**

(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.

Robert P. Hart

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **[ 9 ]**

Mail documents to be recorded with required cover sheet information to:

09/21/2001 6TOM11

00000063 501929

Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 2023101 FC:481  
02 FC:48240.00 CH  
50.00 CHTRADEMARK  
REEL: 002371 FRAME: 0294

## TRADEMARK ASSIGNMENT

**WHEREAS, Harman Music Group, Incorporated, a Delaware** corporation, having a place of business at **8760 South Sandy Parkway, Sandy Utah 84070** ("ASSIGNOR" herein), has used and is the owner of the foregoing marks as evidenced by its registrations in the United States Trademark Office.

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
DBX II	2,085,243	August 5, 1997
DBX	1,032,613	February 3, 1976
DBX	2,036,492	February 11, 1997

**WHEREAS, Harman International Industries, Incorporated, a Delaware** corporation, having a mailing address of **8500 Balboa Boulevard, Northridge, California 91329** ("ASSIGNEE" herein), desires to acquire said marks and the above-identified registrations thereof, together with the goodwill of the business in connection with which said marks are used.

**NOW, THEREFORE,** for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto said ASSIGNEE all right, title and interest in and to the above marks and the above-identified registrations thereof, and all rights and privileges pertaining to said marks, together with the goodwill of the business symbolized by the marks.

**ASSIGNOR** further agrees that it shall render all reasonable assistance to ASSIGNEE, and will, from time-to-time, execute all instruments and documents necessary to maintain, preserve or protect the marks and its registrations, and to perfect the record title of ASSIGNEE in and to said marks and its said registrations.

Harman Music Group, Incorporated


Dated: SEPTEMBER 6, 2001

By Edwin C. Summers  
Edwin C. Summers  
Assistant Secretary

**TRADEMARK**  
**Client/Matter No. T95017US**  
**T73001US**  
**T95014US**

**Please charge any additional fees or credit any overpayment to Deposit Account No. 50-1929 of Harman International Industries, Incorporated. A duplicate of this paper is enclosed.**

**Harman International Industries, Incorporated**

By 

Robert P. Hart, Registration No. 35,184  
8500 Balboa Blvd.  
Northridge, CA 91329  
Tel: (818) 895-3433  
Fax: (818) 920-0677

**TRADEMARK ASSIGNMENT**

WHEREAS, **Harman Music Group, Incorporated** a corporation of the State of **Delaware**, having an address at **8500 Balboa Boulevard, Northridge, California 91329** (hereinafter "Assignor"), is the owner of the following United States Trademark Registrations (hereinafter "the Registrations");

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
DBX II	2,085,243	August 5, 1997
DBX	1,032,613	February 3, 1976
DBX	2,036,492	February 11, 1997

WHEREAS, **Harman Music Group Incorporated** is a **Delaware** corporation in good standing having an address at **8500 Balboa Boulevard, Northridge, California 91329**;

WHEREAS, **Harman International Industries, Incorporated** is the parent corporation and **Harman Music Group, Incorporated** is its wholly owned subsidiary;

WHEREAS, **Harman Music Group, Incorporated** a **Utah** corporation, assigned all rights to **Harman Music Group, Incorporated** a **Delaware** corporation (the "Assignee") on **October 6, 1998**;

WHEREAS, it is and has been the parties' intent that Assignee use the marks in connection with the same goods and services recited in the Registrations;

WHEREAS, it is and has been the parties' intent that Assignee exert control over the nature and quality of the goods and services recited in the Registrations;

WHEREAS, per the parties' intent, on **October 6, 1998**, Assignee acquired the right, title and interest to said trademarks and the Registrations with the goodwill of the business associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged by the Assignor, the Assignor hereby sells, assigns and transfers unto said Assignee, its successors and assigns the entire right, title and interest, in the United States to the trademarks and the Registrations together with the goodwill of the business associated therewith.

The Assignor does hereby further sell, assign and transfer to the said Assignee any and all causes of action, claims, demands, or other rights occasioned from or because of any and all past infringements of said service marks and trademarks, together with the right in Assignee, its successors, assigns, or other legal representatives, to sue and recover therefore, including the right to bring suit in its own name, and to receive, retain, hold and enjoy for its own use and

behalf, and for the use and behalf of its successors, assigns or other legal representatives, any and all damages, profits, or other recoveries or compensation on account thereof or resulting therefrom.

IN WITNESS WHEREOF, the undersigned Assignor has hereto caused this Assignment to be signed by its duly authorized officer on the date listed below.

Harman Music Group, Incorporated  
Assignor

Dated: AUGUST 30, 2001

By

Edwin C. Summers

Edwin C. Summers  
Assistant Secretary

STATE OF CALIFORNIA

)

) ss

COUNTY OF LOS ANGELES

)

On AUGUST 30, 2001, before me, KAREN EAMES,  
Notary Public, personally appeared EDWIN C. SUMMERS, personally known to me ~~(or proved to me on the basis of satisfactory evidence)~~ to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Karen Eames

SIGNATURE OF NOTARY PUBLIC



State of Delaware  
Office of the Secretary of State

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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 MERGER, WHICH MERGES:

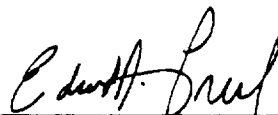
"HARMAN MUSIC GROUP, INCORPORATED", A UTAH CORPORATION,  
WITH AND INTO "HARMAN MUSIC GROUP, INCORPORATED" UNDER THE NAME OF "HARMAN MUSIC GROUP, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF OCTOBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

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



2818476 8100M

981390374

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9345691

DATE: 10-08-98

**CERTIFICATE OF MERGER**

**OF**

**HARMAN MUSIC GROUP, INCORPORATED,  
a Utah corporation**

**AND**

**HARMAN MUSIC GROUP, INCORPORATED,  
a Delaware corporation**

It is hereby certified that

1. The constituent business corporations participating in the merger herein certified are:
  - (i) Harman Music Group, Incorporated, which is incorporated under the laws of the State of Delaware ("HD"); and
  - (ii) Harman Music Group, Incorporated, which is incorporated under the laws of the State of Utah ("HU").
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation of the merger herein certified is Harman Music Group, Incorporated, a Delaware corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.
4. The Certificate of Incorporation of HD, as now in force and effect, ~~shall~~ continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of Delaware.

5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at the principal office of the surviving company, the address of which is as follows:

8500 Balboa Boulevard  
Northridge, California 91329

6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of aforesaid constituent corporations.

7. HU is authorized to issue 10,000 shares of capital stock, par value of \$1.00 per share.

Dated: October 6, 1998

HARMAN MUSIC GROUP, INCORPORATED,  
a Delaware corporation


By:

  
Frank Meredith  
Its Chief Financial Officer and  
Assistant Secretary

Dated: October 6, 1998

HARMAN MUSIC GROUP, INCORPORATED,  
a Utah corporation

By:

  
Frank Meredith  
Its Assistant Secretary



*Office of the Secretary of State*

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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 INCORPORATION OF "HARMAN MUSIC GROUP, INCORPORATED", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

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



  
Edward J. Freel, Secretary of State

2818476 8100

971380676

AUTHENTICATION

8750825

DATE

11-12-97

TRADEMARK

REEL: 002371 FRAME: 0302

**CERTIFICATE OF INCORPORATION**  
**OF**  
**HARMAN MUSIC GROUP, INCORPORATED**  
**A STOCK CORPORATION**

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Harman Music Group, Incorporated.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value of \$0.01 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

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**SIXTH:** To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

**SEVENTH:** Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

**EIGHTH:** In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on

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the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

**NINTH:** The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

**TENTH:** The name and mailing address of the incorporator is Wendy Dann Adato, 1450 G Street, N.W., Suite 700, Washington, D.C. 20005.

**ELEVENTH:** The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

**NAME****MAILING ADDRESS**

Sidney Harman

8500 Balboa Boulevard  
Northridge, CA 91329

Bernard A. Girod

8500 Balboa Boulevard  
Northridge, CA 91329

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John Johnson

8760 S. Sandy Parkway  
Sandy, UT 84070

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove  
named, do hereby execute this Certificate of Incorporation this 7th day of November, 1997



Wendy Dann Adato

Division of Corporations and Commercial Code  
I hereby certify that the foregoing is a true and correct copy of the original filed in the office of the Division and hereby issue this Certificate thereof.

EXHIBIT

W#C-1

ARTICLES OF AMENDMENT

OF THE

Incor. Date 7/22/96



Kate S. Woods

Kate S. Woods

REVISED ARTICLES OF INCORPORATION OF

DOD ELECTRONICS CORPORATION

RECEIVED

JUL 22 1996

DOD Electronics Corporation, a corporation organized and existing under the laws of the State of Utah (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation pursuant to a unanimous written action in lieu of a meeting pursuant to Section 16-10a-821 of the State of Utah Business Corporation Act, adopted a resolution proposing and declaring advisable an amendment to the Corporation's Revised Articles of Incorporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article FIRST of the Revised Articles of Incorporation of the Corporation be amended to read as follows:

"FIRST. The name of the corporation is Harman Music Group, Incorporated."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of the Corporation has given written consent to such amendment in accordance with the provisions of Section 16-10a-704 of the State of Utah Business Corporation Act.

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 16-10a-1003 of the State of Utah Business Corporation Act on June 28, 1996.

6204000034

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TRADEMARK

RECORDED: 09/19/2001

REEL: 002371 FRAME: 0307