

01-04-2002



12.31.01

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission Document ID # \_\_\_\_\_ (Non-Recordation)

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other \_\_\_\_\_

Effective Date  
Month Day Year  
6 25 2001

Conveyance Party

Enter Additional Conveying Party

Mark if additional names of conveyance parties attached

Name  Execution Date  
Month Day Year  
6 25 2001

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from the Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages  Enter the total number of pages of the attached conveyance document including any attachments.

Trademark Application Number(s) or Registration Number(s)  Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="76/180,946"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties  Enter the total number of properties involved.

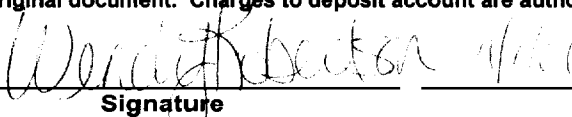
Fee Amount  Fee Amount for Properties Listed (37 CFR 3.41):

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number:

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Wendy L. Robertson 

Name of Person Signing Signature Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CDNOW TRADEMARKS, INC.  
(a Delaware corporation)

INTO

CDNOW, INC.  
(a Pennsylvania corporation)

It is hereby certified that:

1. CDnow, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Pennsylvania.
2. The Corporation is the owner of all of the outstanding shares of common stock of CDnow Trademarks, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of CDnow, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges CDnow Trademarks, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on June 25, 2001 by the Board of Directors of the Corporation to merge the said CDnow Trademarks, Inc. into the Corporation:

**RESOLVED**, that CDnow Trademarks, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of CDnow Trademarks, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by CDnow Trademarks, Inc. in its name;

**RESOLVED FURTHER**, that this Corporation assume all of the obligations of CDnow Trademarks, Inc.;

**RESOLVED FURTHER**, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CDnow Trademarks, Inc., as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Jacqueline Chasey, Esq.  
c/o Bertelsmann, Inc.  
1540 Broadway, 24<sup>th</sup> Floor  
Pennsylvania, NY 10036

**RESOLVED FURTHER**, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Pennsylvania, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of CDnow Trademarks, Inc. and of this Corporation and in any other appropriate jurisdiction.

**RESOLVED FURTHER**, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be June 30, 2001, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on June 25, 2001

CDNOW, INC.

By:   
Robert J. Sorrentino, Vice President, Taxes

DE BC D- CERTIFICATE OF OWNERSHIP AND MERGER S>P D>F 07/98-2 (H454)