

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

10-24-2003

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



102563030

RECORDATION FORM COVER SHEET
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MRD
2/4/02

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

Submission Type <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) Document ID # <input type="text"/> <input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/> <input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>		Conveyance Type <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment <input checked="" type="checkbox"/> Merger Effective Date Month Day Year <input type="text"/> <input type="checkbox"/> Change of Name <input type="checkbox"/> Other <input type="text"/>	
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Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
 City State/Country Zip Code

Individual General Partnership Limited Partnership 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 Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Public burden reporting for this collection of information is estimated to average approximately 50 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK
REEL: 002739 FRAME: 0058

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Expires 04/30/99
OMB 0651-0077

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U.S. Department of Commerce
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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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2051333"/>	<input type="text" value="2374251"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2049734"/>	<input type="text" value="1673794"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1709249"/>	<input type="text" value="1481440"/>	<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.

Name of Person Signing Signature Date Signed

Sent by: HANDLEMAN CONTROLERS DEPT

248 362 5161;

04/25/01 2:01PM;#825;

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Received: 4/25/01 1:38PM;

2485668910 -> HANDLEMAN CONTROLERS DEPT; Page 2

Apr-25-01 02:17pm From:Honigman, Miller, Schwartz, Cohn

248 568 8910

T-799 P.002/008 F-004

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION AND LAND DEVELOPMENT BUREAU

Date Received
APR 26 2001

(FOR BUREAU USE ONLY)

FILED

APR 26 2001

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name
JANIS K. KOJAN, LEGAL ASSISTANT
Address
2290 First National Building, 660 Woodward Avenue
City State Zip Code
Detroit Michigan 48226-3583

Administrator
BUREAU OF COMMERCIAL SERVICES

EFFECTIVE DATE April 28, 2001 @ 11:59am
Expiration date for new assumed names: December 31,
Expiration date for transferred assumed names appear in Item 8

* Document will be returned to the name and address you enter above, if left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1872 (profit corporations), Act 29, Public Acts of 1893 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger.

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

HANDLEMAN CATEGORY MANAGEMENT COMPANY

530-79A

MICHIGAN PROPERTY AND RISK MANAGEMENT COMPANY

130-659

b. The name of the surviving (new) entity and its identification number is:

HANDLEMAN CATEGORY MANAGEMENT COMPANY

530-79A

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

500 KIRTS BOULEVARD

TROY

MI 48064-4142

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

at 11:59 pm

The merger (consolidation) shall be effective on the 26th day of April, 2001

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2485888310 -> HANDLEMAN CONTROLERS DEPT; Page 3

Apr-25-01 02:17pm From:Honnigan, Miller, Schwartz, Cahn

248 566 8310

T-739 P.003/006 F-004

Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Handleman Category Management Company	1,000 Common	Common	NA
Michigan Property and Risk Management Company	1,000 Common	Common	NA

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: see Rider Attached

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

None

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by: the Board of Directors of _____ the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Handleman Category Management Company

Michigan Property and Risk Management Company

By Thomas Cahn
(Signature of Authorized Officer or Agent)

By Thomas Cahn
(Signature of Authorized Officer or Agent)

(Type or print name)
Handleman Category Management Company
(Name of Corporation)

(Type or print name)
Michigan Property and Risk Management Company
(Name of Corporation)

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Received: 4/25/01 1:38PM; 248568310 -> HANDLEMAN CONTROLERS DEPT; Page 8

Apr-25-01 02:18pm From:Honigman, Miller, Schwartz, Cohn 248 568 8310 T-739 P.008/008 F-004

**RIDER TO
CERTIFICATE OF MERGER**

Each share of Common Stock of Michigan Property and Risk Management Company which is issued and outstanding on the effective date of this Merger, shall be cancelled and extinguished, and all rights in respect thereof shall cease to exist.

Each share of Common Stock of Handleman Category Management Company which is issued and outstanding on the effective date of this Merger, shall remain the fully paid and non-assessable Common Stock of the surviving entity.

DET_B270419.1