

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Overdrive Magazine, Inc.		08/23/1990	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Randall Publishing Company, Inc.
Street Address:	3200 Rice Mine Road, N.E.
Internal Address:	Legal Counsel for Trademarks
City:	Tuscaloosa
State/Country:	ALABAMA
Postal Code:	35406
Entity Type:	CORPORATION: ALABAMA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2150325	OVERDRIVE TOP TEN COUNTDOWN

CORRESPONDENCE DATA	
Fax Number:	(205)488-6369
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	205-521-8369
Email:	njohnson@bradleyarant.com
Correspondent Name:	Nathan W Johnson
Address Line 1:	1819 Fifth Avenue North
Address Line 2:	Bradley Arant Rose & White LLP
Address Line 4:	Birmingham, ALABAMA 35203-2104

ATTORNEY DOCKET NUMBER:	OVERDRIVE TOP TEN
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NAME OF SUBMITTER:	Nathan W. Johnson
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Total Attachments: 4
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State of Delaware

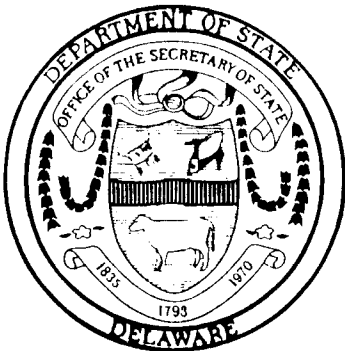


Office of Secretary of State

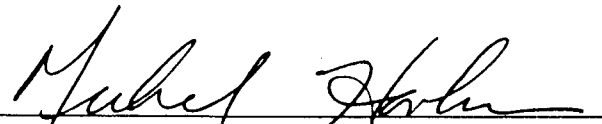
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF RANDALL PUBLISHING COMPANY, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ALABAMA, MERGING OVERDRIVE MAGAZINE, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF OCTOBER, A.D. 1990, AT 9 O'CLOCK A.M.

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

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902755305


 Michael Harkins, Secretary of State

AUTHENTICATION: 12812459

DATE: 10/04/1990

CERTIFICATE OF OWNERSHIP

MERGING

OVERDRIVE MAGAZINE, INC.

INTO

RANDALL PUBLISHING COMPANY, INC.

Randall Publishing Company, Inc., a corporation incorporated on the 3rd day of October, 1974, pursuant to the provisions of the General Corporation Law of the State of Alabama;

DOES HEREBY CERTIFY that this corporation owns 90% of the capital stock of Overdrive Magazine, Inc., a corporation incorporated on the 9th day of July, 1986, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 27th day of July, 1990, determined to and did merge into itself said Overdrive Magazine, Inc., which resolution is in the following words to-wit:

WHEREAS, this corporation lawfully owns 90% of the outstanding stock of Overdrive Magazine, Inc., a corporation organized and existing under the laws of Delaware; and,

WHEREAS, this corporation desires to merge into itself the said Overdrive Magazine, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Overdrive Magazine, Inc., and assumes all its liabilities and obligations; and,

FURTHER RESOLVED, that the President and the Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolution to merge said Overdrive Magazine, Inc., and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and,

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger; and,

FURTHER RESOLVED, that Overdrive Magazine, Inc., relinquishes its corporate name and assumes in place thereof the name Randall Publishing Company, Inc.

IN WITNESS WHEREOF, said Randall Publishing Company, Inc., has caused its corporate seal to be affixed and this certificate to be signed by F. Michael Reilly, its President and attested by Cathy Randall, its Secretary, this 4th day of September, 1990.

RANDALL PUBLISHING COMPANY, INC.

BY: F. Michael Reilly
F. Michael Reilly, President

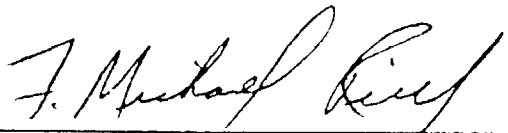
ATTEST: Cathy Randall
Cathy Randall, Secretary

SERVICE OF PROCESS WHEN DELAWARE
COMPANY MERGES INTO FOREIGN COMPANY

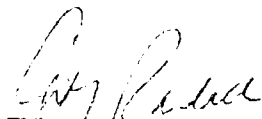
The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Overdrive Magazine, Inc., arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at Post Office Box 2029, Tuscaloosa, Alabama 35403, unless said surviving corporation shall hereafter designate in writing to such Secretary of State of the State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

RANDALL PUBLISHING COMPANY, INC.

BY:


F. Michael Reilly, President

ATTEST:


Cathy Randall, Secretary