

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/20/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	The Book Barn, Inc.		09/20/2010
	Vintage Stock of Texas, Inc.		09/10/2010
			Entity Type
			CORPORATION: MISSOURI
			CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Vintage Stock, Inc.		
Doing Business As:	Vintage Stock		
Street Address:	202 E. 32nd Street		
City:	Joplin		
State/Country:	MISSOURI		
Postal Code:	64804		
Entity Type:	CORPORATION: MISSOURI		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	3056658	VINTAGE STOCK
	Registration Number:	3219794	VINTAGE STOCK BUY SELL TRADE MUSIC, MOVI
CORRESPONDENCE DATA			
Fax Number:	4178869126		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	417-877-5902		
Email:	ipdocketing@lathropgage.com		
Correspondent Name:	Joseph L. Johnson		
Address Line 1:	910 E. St. Louis Street		
Address Line 4:	Springfield, MISSOURI 65806		
ATTORNEY DOCKET NUMBER:	444919		

CH \$65.00 3056658

NAME OF SUBMITTER:	Joseph L. Johnson
Signature:	/Joseph L. Johnson/
Date:	07/23/2013
Total Attachments: 15 source=Vintagestockmerger#page1.tif source=Vintagestockmerger#page2.tif source=Vintagestockmerger#page3.tif source=Vintagestockmerger#page4.tif source=Vintagestockmerger#page5.tif source=Vintagestockmerger#page6.tif source=Vintagestockmerger#page7.tif source=Vintagestockmerger#page8.tif source=Vintagestockmerger#page9.tif source=Vintagestockmerger#page10.tif source=Vintagestockmerger#page11.tif source=Vintagestockmerger#page12.tif source=Vintagestockmerger#page13.tif source=Vintagestockmerger#page14.tif source=Vintagestockmerger#page15.tif	

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "*Agreement*") dated as of September 20, 2010, between The Book Barn, Inc., a Missouri Corporation (the "*Book Barn*"), and Vintage Stock of Texas, Inc., a Texas Corporation (the "*Vintage Stock*").

1. Merger of Vintage Stock Into Book Barn. Upon the Effective Date (as defined in herein), Vintage Stock shall be merged with and into Book Barn, and the separate existence of Vintage Stock shall cease. Book Barn (the "*Surviving Corporation*") shall continue its corporate existence under, and shall be governed by, the laws of the State of Missouri, and the Directors and Officers of Book Barn shall continue as the Directors and Officers of the Surviving Corporation.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation of Book Barn shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date, until the same shall be altered, amended or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated in this Agreement with the same force and effect as though herein set forth in full. The Bylaws of Book Barn as in effect on the effective date, shall be the Bylaws of the Surviving Corporation until altered, amended or repealed, as provided therein. The name of Book Barn shall be changed to "Vintage Stock, Inc." on the Effective Date, and an amendment to its Articles of Incorporation shall be filed contemporaneously with the filing of the Articles of Merger contemplated hereby in substantially the form attached hereto as **Exhibit A**.

3. Capitalization. Book Barn has an authorized capital structure of 30,000 shares of Common Stock, without par value. Vintage Stock has an authorized capital structure of 1000 shares of Common Stock, without par value. On the date of this agreement, there were 141 issued and outstanding shares of Book Barn Common Stock and 141 issued and outstanding shares of Vintage Stock Common Stock.

4. Status and Conversion of Shares. Upon the effective date:

(a) Each issued and outstanding share of Book Barn common stock, without par value, shall be and continue to be an issued and outstanding share of common stock, without par value, of the Surviving Corporation; and

(b) Each issued and outstanding share of Vintage Stock common stock, par value \$0 per share, shall be forthwith converted into one fully paid and nonassessable share of authorized but previously unissued common stock, without par value, of the Surviving Corporation.

(c) After the Effective Date, each holder of an outstanding certificate or certificates theretofore representing common stock of Vintage Stock may surrender the same to Book Barn, or its designated exchange agent, and shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of Book Barn into which the Vintage Stock

shares theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each outstanding certificate which prior to the effective date represented Vintage Stock shares, shall be deemed for all corporate purposes to evidence ownership of the number of shares of common stock of Book Barn into which the Vintage Stock shares shall have been converted.

5. Shareholder's Approval; Effective Date. This Agreement shall be submitted for approval to the Stockholders of Book Barn and Vintage Stock, respectively, and, if approved by such Stockholders by the votes required by law, then (i) Summary Articles of Merger, reflecting this Agreement in the form required under Section 351.430 of the Missouri General and Business Corporation Law in substantially the form attached hereto as **Exhibit B** shall be delivered to the Missouri Secretary of State, and (ii) Certificate of Merger, reflecting this Agreement in the form required under Chapter 10 of the Texas Business Organization Code in substantially the form attached hereto as **Exhibit C** shall be delivered to the Texas Secretary of State. Evidence of compliance with such conditions shall be submitted to each company not later than the closing date, which shall be such date as the Boards of Directors of both Book Barn and Vintage Stock shall mutually decide. The merger of Vintage Stock into Book Barn shall become effective on the September 30, 2010. The date on which the merger shall become effective as aforesaid shall be the Effective Date of this Agreement.

6. Further Assurance. Before the effective date, Book Barn and Vintage Stock shall, subject to the terms and conditions of this Agreement, take all such action as shall be necessary or appropriate in order to effectuate the merger. In case, at any time after the effective date, Book Barn shall determine that any further action or instruments of conveyance are necessary or desirable in order to vest in and confirm to Book Barn full title to and possession of all the properties, assets, rights, privileges and franchises of Vintage Stock, then the persons who were Officers and Directors of Vintage Stock as of the effective date shall as such Officers and Directors take all such action and execute and deliver all such instruments as Book Barn may so determine to be necessary or desirable.

7. Certain Effects of Merger. On the Effective Date, all the rights, privileges, powers and franchises of Vintage Stock shall be possessed by Book Barn, and all and singular the rights, privileges, powers and franchises, all property, real, personal and mixed and all debts due to Vintage Stock on whatever account, as well for stock subscriptions and all other things in action or belonging to Vintage Stock, shall be vested in Book Barn, and all property, rights, privileges, powers and franchises and all and every other interest shall thereafter be as effectually the property of Book Barn as they were of Vintage Stock, and the title to any real estate vested by deed or otherwise under the laws of Missouri or any other jurisdiction shall not revert or be in any way impaired by reason of the merger herein provided for; but all rights of creditors and all liens upon any property of Vintage Stock shall be preserved unimpaired, and all debts, liabilities and duties of Vintage Stock shall upon the Effective Date attach to Book Barn, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.


8. Tax Liability. After the Effective Date, the Surviving Corporation shall be liable for any tax liability of Vintage Stock, for franchise or other taxes, due, arising or incurred prior to the Effective Date.

9. Entire Agreement; Waiver; Abandonment. This Agreement embodies the entire agreement between the parties, and there have been and are no agreements, representations or warranties between the parties other than those set forth herein or herein provided for. Either party may waive compliance by the other with any of the covenants or conditions herein; any such waiver by either party shall be sufficiently authorized for the purposes of this Agreement if authorized or ratified by the board of directors or executive committee of such party. At any time prior to the delivery of Articles of Merger to the Missouri Secretary of State and the Texas Secretary of State, and the issuance of a Certificate of Merger by the Missouri Secretary of State, the merger herein contemplated may be abandoned by action of the boards of directors of both Book Barn and Vintage Stock.

10. General. The Section headings contained in this Agreement are for reference purposes only and do not affect in any way the meaning and interpretation of this Agreement. This Agreement shall not be assignable by either party without the prior consent of the other. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same instrument. Counterparts of this Agreement may be exchanged by facsimile or electronic document, and an electronic signature and counterpart shall be deemed to be an original.

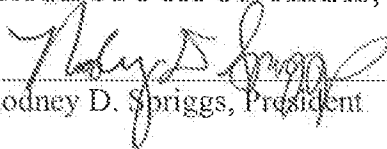
IN WITNESS WHEREOF, the undersigned parties hereto have duly executed this Agreement as of the date first above written.

ATTEST:




Kenneth L. Caviness, Secretary

VINTAGE STOCK OF TEXAS, INC.

By: 

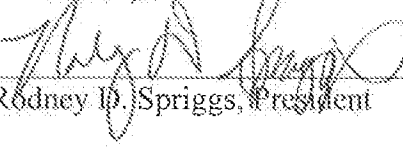
Rodney D. Spriggs, President

ATTEST:



Kenneth L. Caviness, Secretary

BOOK BARN, INC.

By: 

Rodney D. Spriggs, President

EXHIBIT A

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE BOOK BARN, INC.**



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

**Amendment of Articles of Incorporation
for a General Business or Close Corporation**

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is The Book Barn, Inc.

Charter #: 00350945

The name under which it was originally organized was The Book Barn, Inc.

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on _____

September 20, 2010
month/day/year

3. Article Number One is amended to read as follows:

The name of the corporation is Vintage Stock, Inc.

(If more than one article is to be amended or more space is needed attach additional pages)

(Please see next page)

Name and address to return filed document:	
Name:	_____
Address:	_____
City, S	_____

4. Of the 141 shares outstanding, 141 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

Class	Number of Outstanding Shares
<u>common</u>	<u>141</u>
.....
.....
.....

5. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
<u>common</u>	<u>141</u>	<u>0</u>
.....
.....
.....

6. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

7. If the effective date of the amendment is to be a date other than the date of filing of the certificate of amendment with the Secretary of State, then the effective date, which shall be no more than 90 days following the filing date, shall be specified: 10/1/2010

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 875.040, RSMo) The Book Barn, Inc.

By: *Kenneth L. Caviness* Kenneth L. Caviness Secretary/Treasurer 9/27/2010
Authorized Signature Printed Name Title Date

EXHIBIT B

**SUMMARY ARTICLES OF MERGER
TO BE FILED WITH THE MISSOURI SECRETARY OF STATE**



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
00350945
Date Filed: 09/30/2010
Effective Date: 10/01/2010
Robin Carnahan
Secretary of State

Summary Articles of Merger

(Section 351.430.2., RSMo)
(Submit with filing fee of \$30.00)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. The constituent corporations are:

The Book Barn, Inc. 00350945 of Missouri
Name of Corporation Missouri Charter # Parent State

Vintage Stock of Texas, Inc. of Texas
Name of Corporation Missouri Charter # Parent State

2. A plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.);

3. The name of the surviving corporation is The Book Barn, Inc. of Missouri;
Name of Corporation Parent State

4. Check one of the following:

- The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments.)
- There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.

5. The executed plan of merger is on file at the principal place of business of the surviving corporation at
202 E. 32nd Street, Joplin, Missouri 64804
street, city, state and zip

6. A copy of a plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: October 1, 2010
(Date may not be more than 90 days after the filing date in this office)

(Please see next page)

Name and address to return filed document:

Name: _____

Address: _____

City, & _____

State of Missouri
Merger - General Business - Domestic 3 Page(s)



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TRADEMARK
REEL: 005076 FRAME: 0192

To be completed only if surviving corporation is a foreign corporation.

8. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding

shall be mailed is _____

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

The Book Barn, Inc.

By: Kenneth I. Caviness Kenneth I. Caviness Secretary/Treasurer 9/27/2010
Authorized signature Printed Name Title Date

Vintage Stock of Texas, Inc.

By: Kenneth I. Caviness Kenneth I. Caviness Secretary/Treasurer 9/27/2010
Authorized signature Printed Name Title Date

Authorized signature Printed Name Title Date

**ATTACHMENT TO THE
SUMMARY ARTICLES OF MERGER**

Article Number One is amended to read as follows:

The name of the corporation is Vintage Stock, Inc.

EXHIBIT C

**CERTIFICATE OF MERGER
TO BE FILED WITH THE TEXAS SECRETARY OF STATE**

Form 622
(Revised 12/08)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



Certificate of Merger
Combination Merger
Business Organizations Code

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
SEP 29 2010
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

The Book Barn, Inc.

Name of Organization

The organization is a for-profit corporation
Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of

Missouri USA
State Country

The file number, if any, is

Texas Secretary of State file number

Its principal place of business is 202 E. 32nd Street
Address

Joplin
City

MO
State

The organization will survive the merger. The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Vintage Stock, Inc.

Name as Amended

Party 2

Vintage Stock of Texas, Inc.

Name of Organization

The organization is a for-profit corporation
Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of

Texas USA
State Country

The file number, if any, is 800671110

Texas Secretary of State file number

Its principal place of business is _____
Address

City

State

The organization will survive the merger. The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a _____
Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of

The file number, if any, is _____

State _____ Country _____

Texas Secretary of State file number _____

Its principal place of business is _____

Address _____

City _____

State _____

- The organization will survive the merger. The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

- The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

In lieu of providing the plan of merger, each domestic filing entity certifies that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Complete item 3B if the merger effected changes to the certificate of formation of a surviving filing entity.

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B. The plan of merger effected changes or amendments to the certificate of formation of:

The Book Barn, Inc.

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip Code
Name of New Organization 2	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip Code
Name of New Organization 3	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip Code

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of _____
Name of domestic entity
 was not required by the provisions of the BOC.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: October 1, 2010
- C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
 The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: 9/27/2010

The Book Barn, Inc.
Merging Entity Name

Kenneth L. Caviness
Signature of authorized person (see instructions)

Kenneth L. Caviness, Secretary/Treasurer
Printed or typed name of authorized person

Vintage Stock of Texas, Inc.
Merging Entity Name

Kenneth L. Caviness
Signature of authorized person (see instructions)

Kenneth L. Caviness, Secretary/Treasurer
Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person