

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM303468

|   |                                   |                                  |                                     |
|---|-----------------------------------|----------------------------------|-------------------------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                    |                                  |                                     |
| <b>NATURE OF CONVEYANCE:</b>  | MERGER                            |                                  |                                     |
| <b>EFFECTIVE DATE:</b>  | 01/01/2014                        |                                  |                                     |
| <b>CONVEYING PARTY DATA</b>   |                                   |                                  |                                     |
| <b>Name</b>   | <b>Formerly</b>                   | <b>Execution Date</b>            | <b>Entity Type</b>                  |
| ArkivMusic, LLC   |                                   | 12/27/2013                       | LIMITED LIABILITY COMPANY: NEW YORK |
| <b>RECEIVING PARTY DATA</b>   |                                   |                                  |                                     |
| <b>Name:</b>  | Steinway, Inc.                    |                                  |                                     |
| <b>Street Address:</b>  | One Steinway Place                |                                  |                                     |
| <b>City:</b>  | Long Island City                  |                                  |                                     |
| <b>State/Country:</b>   | NEW YORK                          |                                  |                                     |
| <b>Postal Code:</b>   | 11105                             |                                  |                                     |
| <b>Entity Type:</b>   | CORPORATION: DELAWARE             |                                  |                                     |
| <b>PROPERTY NUMBERS Total: 2</b>  |                                   |                                  |                                     |
| <b>Property Type</b>  | <b>Number</b>                     | <b>Word Mark</b>                 |                                     |
| <b>Registration Number:</b>   | 2672315                           | ARKIVMUSIC                       |                                     |
| <b>Registration Number:</b>   | 3688555                           | LISTEN LIFE WITH CLASSICAL MUSIC |                                     |
| <b>CORRESPONDENCE DATA</b>  |                                   |                                  |                                     |
| <b>Fax Number:</b>  | 8777697945                        |                                  |                                     |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> |                                   |                                  |                                     |
| <b>Phone:</b>   | 617-542-5070                      |                                  |                                     |
| <b>Email:</b>   | tmdoctc@fr.com, agarcia@fr.com    |                                  |                                     |
| <b>Correspondent Name:</b>  | Debra S. Serota                   |                                  |                                     |
| <b>Address Line 1:</b>  | P.O. Box 1022                     |                                  |                                     |
| <b>Address Line 4:</b>  | Minneapolis, MINNESOTA 55440-1022 |                                  |                                     |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 01556-0273001                     |                                  |                                     |
| <b>NAME OF SUBMITTER:</b>   | Debra S. Serota                   |                                  |                                     |
| <b>SIGNATURE:</b>   | /Debra S. Serota/                 |                                  |                                     |
| <b>DATE SIGNED:</b>   | 05/02/2014                        |                                  |                                     |
| <b>Total Attachments: 7</b>   |                                   |                                  |                                     |
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"ARKIVMUSIC, LLC", A NEW YORK LIMITED LIABILITY COMPANY, WITH AND INTO "STEINWAY, INC." UNDER THE NAME OF "STEINWAY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 9:44 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2014.

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

2067828 8100M

131485205

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1024005

DATE: 12-31-13

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STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION AND  
FOREIGN LIMITED LIABILITY COMPANY

Pursuant to Title 8, Section 264(e) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Steinway, Inc.  
a Delaware Corporation, and the name of the  
limited liability company being merged into this surviving corporation is ArkivMusic, LLC  
a (list jurisdiction) New York limited  
liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Steinway, Inc.

FOURTH: The merger is to become effective on January 1, 2014

FIFTH: The Agreement of Merger is on file at One Steinway Place,  
Long Island City, NY 11105.  
the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 27<sup>th</sup> day of December A.D., 2013.

By: Dennis M. Hanson  
Authorized Officer

Name: Dennis M. Hanson  
Print or Type

Title: Executive Vice President

FILING RECEIPT

ENTITY NAME: STEINWAY, INC.

DOCUMENT TYPE: MERGER (FOR. BUSINESS)  
PROCESS

COUNTY: QUEB

FILED:12/30/2013 DURATION:\*\*\*\*\* CASH#:131230000422 FILM #:131230000387

FILER:

EFFECT DATE

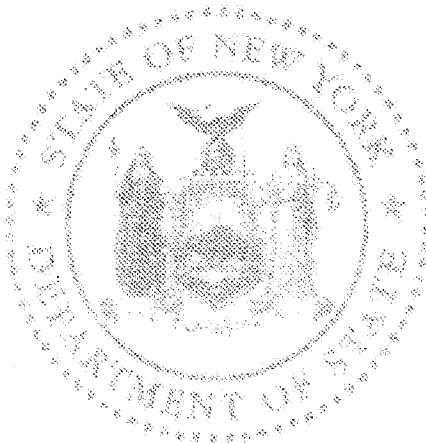
-----  
KIMBERLY S. KIRK  
STEINWAY MUSICAL INSTRUMENTS, INC.  
800 SOUTH ST. SUITE 305  
WALTHAM, MA 02453-1472

-----  
01/01/2014

ADDRESS FOR PROCESS:

-----  
THE CORPORATION  
ONE STEINWAY PLACE  
LONG ISLAND CITY, NY 11105

REGISTERED AGENT:



CONSTITUENT NAME: ARKIVMUSIC, LLC

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs                    220.00  
-----  
FILING                 60.00  
TAX                     0.00  
CERT                    0.00  
COPIES                 10.00  
HANDLING              150.00

PAYMENTS              220.00  
-----  
CASH                    0.00  
CHECK                   0.00  
CHARGE                  0.00  
DRAWDOWN              220.00  
OPAL                    0.00  
REFUND                  0.00

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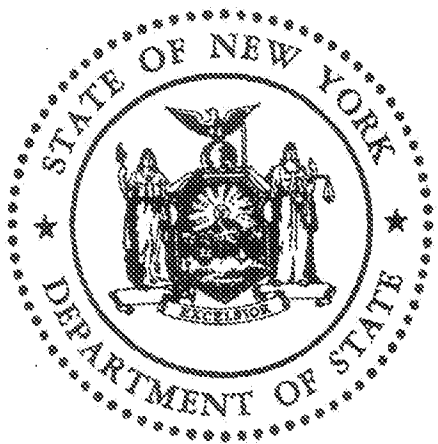
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***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on December 31, 2013.



*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

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DRAW DOWN

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CERTIFICATE OF MERGER

ARKIVMUSIC, LLC,  
a New York limited liability company  
into  
STEINWAY, INC.,  
a Delaware corporation

Under Section 904-a of the Business Corporation Law

FIRST: The name (and if the name has been changed, the name under which it was formed) of each constituent entity that is to merge is:

ArkivMusic, LLC, a New York limited liability company; and

Steinway, Inc., a Delaware corporation (the "Surviving Corporation").

SECOND: The certificate of incorporation or articles of organization of each constituent domestic entity was filed by the Department of State on:

The Articles of Organization of ArkivMusic, LLC were filed with the New York Secretary of State on October 18, 2001.

THIRD: The initial certificate of incorporation or formation document, if any, of each constituent foreign corporation or other business entity was filed with the Secretary of State of Delaware on July 31, 1985. An application for authority was filed by the Department of State on August 13, 1985.

FOURTH: The agreement of merger has been approved and executed by each constituent entity that is to merge.

FIFTH: The name of the Surviving Corporation shall be Steinway, Inc.

SIXTH: The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign constituent entity, previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders or members of any constituent domestic entity to receive payment for their interests against the Surviving Corporation.

SEVENTH: The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law in any action or special proceeding. The post office address without the State of New York to

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which the said Secretary of State shall mail a copy of any process against the Surviving Corporation served upon him is: **One Steinway Place, Long Island City, NY 11105.**

**EIGHTH:** Subject to the provisions of section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law, and any applicable statute, the Surviving Corporation will promptly pay to the shareholders of each constituent domestic corporation and owners of any constituent other business entity, the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, the Limited Liability Company Law or any applicable statute relating to the rights of shareholders, owners and members to receive payment for their interests.

**NINTH:** The effective date of the merger if other than the date of filing of the certificate of merger by the Department of State shall be January 1, 2014.

**TENTH:** The agreement of merger is on file at the following place of business of the surviving domestic or foreign corporation: **One Steinway Place, Long Island City, NY 11105.**

**ELEVENTH:** A copy of the certificate, certified by the Department of State, shall be filed in the office of the clerk of each county in which each office of a constituent domestic or foreign corporation, other than the Surviving Corporation, is located, and in the office of the official who is the recording officer of each county in the State of New York in which real property of a constituent domestic or foreign corporation, other than the Surviving Corporation, is located.

[name of Domestic Entity]

ARKIVMUSIC, LLC,  
STEINWAY, INC., SOLE MEMBER

By: *Dennis M. Hansen*

Name: Dennis M. Hansen

Title: Executive Vice President

[name of Surviving Corporation]

STEINWAY, INC.

By: *Dennis M. Hansen*

Name: Dennis M. Hansen

Title: Executive Vice President



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CERTIFICATE OF MERGER

OF

ARKIVMUSIC, LLC

INTO

STEINWAY, INC.

FILED

2013 DEC 30 AM 11:35

Section 904-a of the Business Corporation Law

RECEIVED

2013 DEC 30 AM 10:00

Filer: Kimberly S. Kirk  
Steinway Musical Instruments, Inc.  
800 South St, Suite 305  
Waltham, MA 02453-1472  
Cust. Ref#943640AJC

DRAWDOWN

CSC 45  
DRAW DOWN

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED DEC 30 2013

TAXS \_\_\_\_\_  
BY: Paul

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