

03-23-2000



101296431

MLO 2-22-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name

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)

- 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 Assignment.)

03/22/2000 DNGUYEN 00000170 2115839

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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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

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="2115839"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2110636"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2115835"/>	<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.

I.C. WADDEY, JR.
Name of Person Signing

Signature

February 17, 2000
Date Signed

1. 1. 1999
**ARTICLES OF MERGER
OF
RETAILER SERVICES INC.
WITH AND INTO
INGRAM BOOK GROUP INC.**

Pursuant to the provisions of Section 48-21-102 of the Tennessee Business Corporation Act, the undersigned domestic corporations hereby adopt the following Articles of Merger:

1. The merging corporations and the states under whose laws they are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Retailer Services Inc.	Tennessee
Ingram Book Group Inc.	Tennessee

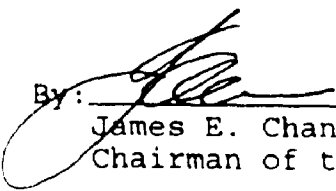
2. The surviving corporation is Ingram Book Group Inc., which shall continue its existence as a Tennessee corporation.

3. The Plan of Merger, attached hereto as Annex I and made a part hereof for all purposes, was duly approved by the Board of Directors and the sole shareholder of Retailer Services Inc. by unanimous written consent dated November 11, 1999 and by the Board of Directors of Ingram Book Group Inc. by unanimous written consent dated November 11, 1999. Approval by the shareholder of Ingram Book Group Inc. is not required.

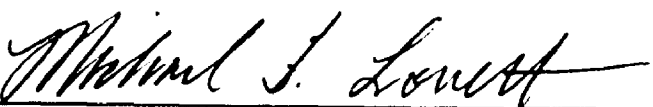
4. The merger will be effective on December 31, 1999; provided, however, that the merger will not be effective prior to the acceptance for filing of these Articles of Merger by the Secretary of State of Tennessee.

Dated: December 7, 1999.

RETAILER SERVICES INC.

By: 
James E. Chandler
Chairman of the Board

INGRAM BOOK GROUP INC.

By: 
Michael F. Lovett, President

ANNEX I

Annex I

PLAN OF MERGER

THIS PLAN OF MERGER is by and between Retailer Services Inc., a Tennessee corporation, and Ingram Book Group Inc., a Tennessee corporation.

1. Names of the Corporations Party to the Merger. The name of the corporation proposing to merge is RETAILER SERVICES INC., a Tennessee corporation ("RSI"), and it proposes to merge into INGRAM BOOK GROUP INC., a Tennessee corporation (the "Surviving Corporation").

2. Surviving Corporation. INGRAM BOOK GROUP INC. shall be the surviving corporation of the merger.

3. Terms and Conditions of the Merger.

A. The Charter of the Surviving Corporation shall continue in full force and effect, without amendment, and the present by-laws, officers and directors of the Surviving Corporation shall continue to be the by-laws, officers and directors of the Surviving Corporation when the merger is effective.

B. The shares which each of the corporations party to the merger has authorized and issued are as follows:

(a) The Surviving Corporation has authorized 1,000 shares of common stock, no par, and has issued 1,000 shares of its common stock.

(b) RSI has authorized 1,000 shares of common stock, no par, and issued 1,000 shares of its common stock.

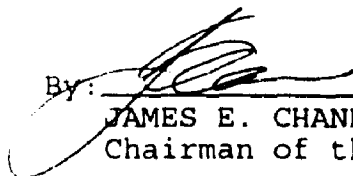
At and as of the effective time of the merger, each share of the issued and outstanding common stock of RSI shall be canceled.

C. The merger shall have the effect set out under the Tennessee Business Corporation Act.

D. The merger shall be effective on December 31, 1999.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be duly executed by their respective officers this 7 day of December, 1999.

RETAILER SERVICES INC.

By: 

JAMES E. CHANDLER
Chairman of the Board

INGRAM BOOK GROUP INC.

By: 

MICHAEL F. LOVETT, President

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 02/09/2000
REQUEST NUMBER: 00040114

CHARTER/QUALIFICATION DATE: 01/05/1996
STATUS: MERGED
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0305468
JURISDICTION: TENNESSEE

TO:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"RETAILER SERVICES INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3777-1122	12/09/1999	MERGER	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 02/09/00

FEEES

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

RECEIVED: \$320.00 \$0.00
TOTAL PAYMENT RECEIVED: \$320.00

NASHVILLE, TN 37212-0000

RECEIPT NUMBER: 00002616541
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

RECORDED: 02/22/2000

TRADEMARK
REEL: 002036 FRAME: 0881