

01-19-2006

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECORD
TRAD

103160114

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Ingram Customer Systems Inc.
One Ingram Blvd.
LaVergne, TN 37086

- Individual(s)
- General Partnership
- Corporation- State: Tennessee
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 20, 2004

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Ingram Book Group Inc

Internal Address: MS 629

Street Address: One Ingram Blvd.

City: LaVergne

State: Tennessee

Country: USA Zip: 37086

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

4 marks - see attached sheet

B. Trademark Registration No.(s)

see attached sheet

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Linda K. Dickert

Internal Address: Ingram Book Group Inc
MS 629

Street Address: One Ingram Blvd

City: LaVergne

State: TN Zip: 37086

Phone Number: 615/213-5880

Fax Number: 615/213-5811

Email Address: linda.dickert@ingrambook.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

LK Dickert

Signature

Date

Linda K. Dickert

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

01/18/2006 DEBYRNE 00000077 252040

01 FC:8521
02 FC:8522

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003287 FRAME: 0607

CONTINUATION OF ITEM 4

B. Trademark Registration No(s)

Reg. #2,620,343 – issued on September 17, 2002

Reg. #2,537,588 – issued on February 12, 2002

Reg. #2,867,597 – issued on July 27, 2004

Reg. #2,647,078 – issued November 5, 2002

C. Identification or Description of Trademark
CONTENT@INGRAM

Trademark Description: For: Electronic databases in the field of books, book content, book availability, audio books, recorded music, sheet music, and calendars recorded on computer media namely, CD ROMs and FTP File Transfers – for the use by libraries and book retailers in Intl. Class 9.

IPAGE

Service mark Description: Providing business information concerning the book industry via on-line electronic communications network; On-line distributorship in the field of books, in Intl Class 35.

PUBSOURCE

Service mark Description: Providing business information concerning the book industry via on-line electronic communications network; on-line distributorship in the field of books; promoting the goods and services of others through on-line ordering and cataloging of those goods and services; providing an on-line computer database featuring trade information in the field of book publishing in Intl. Class 35.

SUPLIWAY

Service mark Description: Providing business information concerning book industry via on-line electronic communications network; On-line distributorship in the field of books in Intl. Class 35.

STATE RECEIVED
FILED
2004 DEC 21 PM 3:43
RILEY DANIELL
SECRETARY OF STATE

**ARTICLES OF MERGER
OF
INGRAM CUSTOMER SYSTEMS INC.
WITH AND INTO
INGRAM BOOK GROUP INC.**

Pursuant to the provisions of Section 48-21-102, *et seq.* of the Tennessee Business Corporation Act, the undersigned domestic corporation hereby adopts the following Articles of Merger:

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

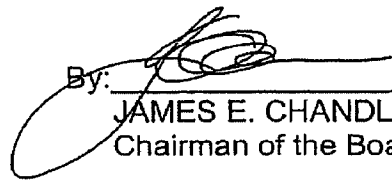
<u>Name of Corporation</u>	<u>State</u>
Ingram Customer Systems Inc.	Tennessee
Ingram Book Group Inc.	Tennessee

2. 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 Ingram Customer Systems Inc. by unanimous written consents dated December 20, 2004 and by the Board of Directors of Ingram Book Group Inc. by unanimous written consent dated December 20, 2004. The approval of Ingram Book Group Inc.'s sole shareholder is not required.

3. The merger will become effective on January 1, 2005 at 12:01 a.m. CDT.

Dated: December 20, 2004.

INGRAM CUSTOMER SYSTEMS INC.

By: 

JAMES E. CHANDLER
Chairman of the Board

INGRAM BOOK GROUP INC.

By: 

JOHN R. INGRAM
Chairman of the Board

Annex I
PLAN OF MERGER
BETWEEN
INGRAM CUSTOMER SYSTEMS INC.
AND
INGRAM BOOK GROUP INC.

PLAN OF MERGER dated this 20th day of December, 2004 pursuant to Section 48-21-102, *et seq.* of the Tennessee Business Corporation Act by and between INGRAM CUSTOMER SYSTEMS INC., a Tennessee corporation, and INGRAM BOOK GROUP INC., a Tennessee corporation.

WITNESSETH, that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and the mode of carrying them into effect as follows:

FIRST: Ingram Book Group Inc. hereby merges into itself Ingram Customer Systems Inc., and said Ingram Customer Systems Inc. shall be and hereby is merged into Ingram Book Group Inc., which shall be the surviving corporation.

SECOND: The Charter, as amended, of Ingram Book Group Inc. shall continue in full force and effect as the Charter of the corporation surviving this merger.

THIRD: Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Plan, shall remain issued and outstanding. Each share of common stock of the merged corporation, which shall be outstanding on the effective date of this Plan, shall be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

The directors and officers of the surviving corporation on the effective date of this merger shall continue to be the directors and officers of the surviving corporation.

Upon the merger becoming effective, the separate existence of Ingram Customer Systems Inc. shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every

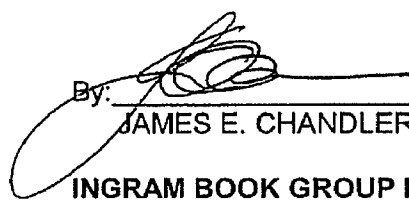
kind and description of Ingram Customer Systems Inc. shall be transferred to, vested in and devolve upon Ingram Book Group Inc. without further act or deed, and all property, rights and every other interest of the constituent corporations shall be as effectively the property of Ingram Book Group Inc. as they were of Ingram Customer Systems Inc. and Ingram Book Group Inc., respectively. Ingram Customer Systems Inc. hereby agrees, from time to time, as and when requested by Ingram Book Group Inc. or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Ingram Book Group Inc. may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of Ingram Customer Systems Inc. acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the constituent corporations are fully authorized in the name of Ingram Customer Systems Inc. or otherwise to take any and all such action.

All rights of creditors and all liens upon the property of either of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of Ingram Customer Systems Inc. shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

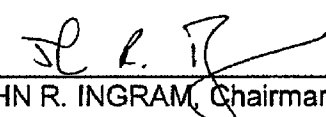
FIFTH: This Plan of Merger shall become effective on January 1, 2005 at 12:01 a.m. CDT.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized on this 20th day of December, 2004.

INGRAM CUSTOMER SYSTEMS INC.

By: 

JAMES E. CHANDLER, Chairman of the Board
INGRAM BOOK GROUP INC.

By: 

JOHN R. INGRAM, Chairman of the Board

Jennifer M Gerhart, Register
Rutherford County Tennessee
Rec #: 417001 Instrument 1319399
Rec'd: 5.00 NBK: 78 Ps 199
State: 0.00
Clerk: 0.00 Recorded
EDP: 2.00 1/18/2005 at 9:00 am
Total: 7.00 in Record Book
464 Pages 1076-1079

REGISTERED TRADEMARK ASSIGNMENT

WHEREAS, INGRAM CUSTOMER SYSTEMS INC. a corporation duly organized and existing under the laws of the State of Tennessee, U.S.A., and having a place of business at One Ingram Blvd., La Vergne, Tennessee 37086, U.S.A., is the owner of certain United States Trademark and Service Mark Registrations and the marks thereof, as follows:

<u>MARK</u>	<u>REG. NO</u>	<u>DATE ISSUED</u>
<u>CONTENT@INGRAM</u>	2,620,343	September 17, 2002
IPAGE	2,537,588	February 12, 2002
PUBSOURCE	2,867,597	July 27, 2004
SUPPLIWAY	2,647,078	November 5, 2002

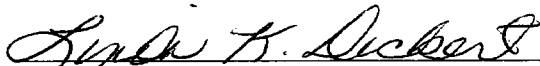
WHEREAS, as an element of corporate reorganization, INGRAM BOOK GROUP INC., a corporation duly organized and existing under the laws of the State of Tennessee, U.S.A., and having a place of business at One Ingram Blvd., La Vergne, Tennessee 37086 is desirous of acquiring the entire right, title and interest in and to the above-identified marks together with the goodwill of the business in connection with which said marks were used;

NOW, THEREFORE, for and in consideration of good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, said INGRAM CUSTOMER SYSTEMS INC., by these presents, does assign and transfer unto the said INGRAM BOOK GROUP INC., the entire right, title and interest in and to the aforesaid Registrations No. 2,620,343; 2,537,588; 2,867,597; and 2,647,078, and the

marks thereof, together with the goodwill of the business appurtenant to said marks, the same to as held and enjoyed by the said INGRAM BOOK GROUP INC. as fully and entirely as the same would have held by said INGRAM CUSTOMER SYSTEMS INC. had such assignment and transfer not been made, which assignment and transfer includes any and all past and present rights which have accrued or may accrue to INGRAM CUSTOMER SYSTEMS INC., of any and all kind or nature incident or appertaining to said marks and said registrations thereof, including the right to sue for and recover any accrued damages for infringement occurring prior to assignment of said marks and said registrations thereof.

Effective the 1st day of January 2005.

INGRAM CUSTOMER SYSTEMS INC.

By: 
Name: Linda K. Dickert
Title: Assistant Secretary

Secretary of State
Division of Business Services
312 Eighth Avenue North
Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 12/21/04
REQUEST NUMBER: 5307-1875
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/21/04 1543
EFFECTIVE DATE/TIME: 01/01/05 0001
CONTROL NUMBER: 0301701

TO:
INGRAM INDUSTRIES INC.
4400 HARDING ROAD
NASHVILLE, TN 37205-2290

Record Book
464 Ps 1076

RE:
INGRAM BOOK GROUP INC.
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 12/21/04

FROM:
INGRAM INDUSTRIES/4400 HARDING/POB 23049
ONE BELLE MEADE PLAC
PO BOX 23049
NASHVILLE, TN 37202-3049

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003618390
ACCOUNT NUMBER: 00001607



SS-445R

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECORDED: 01/17/2006

TRADEMARK
REEL: 003287 FRAME: 0614