

01-16-2004

Docket No: 13336-049001

RE

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4/7/03

102615771

Commissioner for Trademarks: Please record

40-51-1

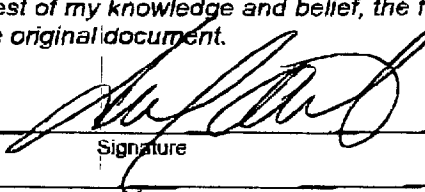
<p>1. Name of conveying party(ies): United Musical Instruments USA, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation—State <u>Indiana corporation</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Conn-Selmer, Inc. 600 Industrial Parkway Elkhart, Indiana 46515</p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation—State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: effective January 1, 2003</p>	<p>RECEIVED 078 2003 JAN 15 PM 2:00 ASSIGNMENT S D 5</p>

<p>4. Application number(s) or trademark number(s): A. Trademark Application No(s):</p>	<p>B: Trademark No(s): 1036755 and 29 others</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name/address of party to whom correspondence concerning document should be mailed: TIMOTHY A. FRENCH Fish & Richardson P.C. 225 Franklin Street Boston, Massachusetts 02110-2804</p>	<p>6. Total number of applications and registrations involved: 30</p> <p>7. Total fee (37 CFR §3.41): \$765 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge Deposit Account.</p> <p>8. Deposit Account No.: 06-1050 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.</p>
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DO NOT USE THIS SPACE

9. Statement and Signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

Timothy A. French  3/20/2003
 Name of Person Signing Signature Date

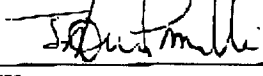
Total number of pages including cover sheet, attachments, and document: 9

01/16/2004 LMUELLER 00000042 1036755

01 FC:8521 40.00 OP
02 FC:8522 725.00 OP

CERTIFICATE OF MAILING BY FEDERAL EXPRESS

I hereby certify under 37 CFR §1.8(a) that this correspondence is being mailed BY FEDERAL EXPRESS on the date indicated below and is addressed to the Assignment Branch, Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

March 25, 2003  Jo-Ann Pomilla
 Date of Deposit Signature Typed Name of Person Signing Certificate

UNITED MUSICAL INSTRUMENTS USA, INC.
SCHEDULE A

PAGE 1

<u>TRADEMARK</u>	<u>REG. DATE</u>	<u>REG NO.</u>
ARMSTRONG	3/30/76	1,036,756
	5/20/75	1,011,148
ARTESIA	10/10/95	1,925,374
ARTLEY & Design	11/9/54	597,913
ARTENGE	6/10/69	870,895
ART G. CONN	4/2/1918	121,045
ARTONN	8/20/63	755,016
ARTONN and Design	3/15/38	355,330
ARTONN and Design of 3 Marching Musicians	4/11/00	2,339,982
ARTONN Stylized	11/1/49	517,163
ARTONNCHORD	5/11/65	789,371
ARTONNQUEST	3/13/66	623,059
ARTONNSTELLATION	10/2/56	635,206
ARTONNTEXT	3/31/67	1,434,708

TRADEMARK
REEL: 002778 FRAME: 0666

PAGE 2

<u>TRADEMARK</u>	<u>REG. DATE</u>	<u>REG. NO.</u>
Design of Three Marching Musicians	8/11/64	774,988
Incidental Music Stand Design	11/13/73	972,895
FORMULA 3	11/23/93	1,805,739
-COUF	8/21/84	1,290,929
HEAD START	12/17/85	1,375,776
ERMANN BEYER	11/30/93	1,807,409
FIN TUNE and Design	9/26/95	1,923,041
ING	7/16/85	1,349,214
ING and Crown Design	9/28/65	796,760
NOTE WORTHY	4/14/87	1,436,395
PLASTI-FOLIO	4/13/54	588,245
SCHERL & ROTH	12/4/90	1,625,907
SILVER FLAIR	2/2/93	1,750,060

TRADEMARK
REEL: 002778 FRAME: 0667

<u>TRADEMARK</u>	<u>REG. DATE</u>	<u>REG. NO.</u>
VER SONIC	7/20/93	1,783,404
II QUICKLEASE	9/15/92	1,715,230
STAGE and Design	7/3/01	2,466,140

TOTAL ITEMS SELECTED = 30

Delaware

PAGE 1

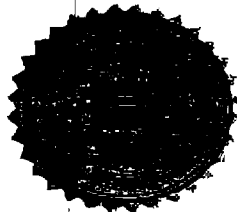
The First State

I, HARRIET SMITH WINDSOR, 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:

"UNITED MUSICAL INSTRUMENTS USA", A INDIANA CORPORATION,
"UNITED MUSICAL INSTRUMENTS HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONN-SELMER, INC." UNDER THE NAME OF "CONN-SELMER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 11:42 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. 2003, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2429810 8100M

AUTHENTICATION: 2214884

030040915

DATE: 01-21-03

TRADEMARK
REEL: 002778 FRAME: 0669

STATE OF DELAWARE**CERTIFICATE OF MERGER
OF DOMESTIC CORPORATION AND
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Conn-Selmer, Inc., a Delaware corporation, and the name of the corporations being merged into this surviving corporation are United Musical Instruments Holdings, Inc., a Delaware corporation, and United Musical Instruments USA, an Indiana corporation.

SECOND: The Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Conn-Selmer, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of Conn-Selmer, Inc. shall be Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1000 shares, no par value.

SIXTH: The merger is to become effective on January 1, 2003 at 12:01 a.m.

SEVENTH: The Plan of Merger is on file at 600 Industrial Parkway, Elkhart, Indiana 46515, an office of the surviving corporation.

EIGHTH: A copy of the Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 18 day of December, 2002.

By: 

Authorized Officer

Name: Dennis M. Hanson

Title: Executive Vice President and Secretary

EXHIBIT A

**PLAN OF MERGER OF
UNITED MUSICAL INSTRUMENTS HOLDINGS, INC. AND
UNITED MUSICAL INSTRUMENTS USA, INC. INTO
CONN-SELMER, INC.**

THIS PLAN OF MERGER merging United Musical Instruments Holdings, Inc., a Delaware corporation ("UMI Holdings") and United Musical Instruments USA, Inc., an Indiana corporation ("UMI USA") into Conn-Selmer Inc., a Delaware corporation (also referred to as the "Surviving Corporation"), is adopted by the respective Boards of Directors of UMI Holdings, UMI USA and the Surviving Corporation, by written consents executed effective December 18, 2002, signed by all members of the Boards of Directors of UMI Holdings, UMI USA and the Surviving Corporation and is approved by written consents executed by the respective Sole Shareholders of UMI Holdings, UMI USA and the Surviving Corporation effective, December 18, 2002.

Article 1.Parties

Section 1.01 Merged Corporation. UMI Holdings and UMI USA are the merged corporations and are Delaware and Indiana corporations respectively.

Section 1.02 Surviving Corporation. The Surviving Corporation is a Delaware corporation.

Section 1.03 Ownership of Shares of UMI Holdings. UMI Holdings has the following shares of common stock with par value of one dollar authorized and outstanding:

<u>Authorized</u>	<u>Outstanding</u>
100	10

Section 1.04 Ownership of Shares of UMI USA. UMI USA has the following shares of common stock without par value authorized and outstanding: -

<u>Authorized</u>	<u>Outstanding</u>
1,000	500

Section 1.05 Ownership of Shares of Surviving Corporation. The Surviving Corporation has the following share of common stock with par value of one cent authorized and outstanding:

<u>Authorized</u>	<u>Outstanding</u>
1,000	1,000

Article 2.

Terms and Conditions of Merger

Section 2.01 Effective Date. The effective date of the merger of UMI Holdings and UMI USA into the Surviving Corporation shall be January 1, 2003, at 12:01 a.m.

Section 2.02 Surviving Corporate Entity. Upon the effective date of the merger, UMI Holdings and UMI USA shall merge into and become a part of the Surviving Corporation, and the separate existences of UMI Holdings and UMI USA shall cease. The Surviving Corporation shall exist under the name of Conn-Solmor, Inc.

Section 2.03 Attributes and Property of the Surviving Corporation. Upon the effective date of the merger, the Surviving Corporation shall be vested with all the rights, privileges, immunities, powers and franchises and all property, real and personal and mixed, and all accounts, contract rights and other choses in action of UMI Holdings and UMI USA, without the necessity of any further act or deed.

Section 2.04 Liabilities of the Surviving Corporation. Upon the effective date of the merger, the Surviving Corporation shall assume all the debts, liabilities and obligations of UMI Holdings and UMI USA; provided, that any liens or security interests held by any person upon any property or assets of UMI Holdings or UMI USA shall be limited to the property in or upon which they were held immediately prior to the effective date of the merger.

Section 2.05 Articles and By-Laws of the Surviving Corporation. The Articles of Incorporation and By-Laws of Conn-Solmor, Inc. shall be the Articles of Incorporation and the By-Laws of the Surviving Corporation immediately upon and after the merger, until amended or as provided therein or by law.

Section 2.06 Board of Directors and Officers of the Surviving Corporation. The directors and officers of the Surviving Corporation shall continue in their respective positions, for the same terms and on the same conditions as prior to the effective date of the merger, provided that this provision shall not be deemed to confer any contract or other rights on the directors and officers of the Surviving Corporation.

Section 2.07 Termination of Merger; Amendment of Plan of Merger. The merger provided for in this Plan of Merger may be terminated before the effective date of such merger by action of the directors of each of the Surviving Corporation, UMI Holdings and UMI USA and the filing of such documents, if any, as may be required by applicable law. To the extent permitted by applicable law, this Plan of Merger may be amended, before the effective date of the merger provided for in it, by action of the directors of each of the Surviving Corporation, UMI Holdings and UMI USA and the filing of such documents, if any, as may be required by applicable law.

Article 3.

Manner and Basis of Converting Shares

Section 3.01 Shares of the Merged Corporation.
UMI Holdings and UMI USA shall be cancelled.

Upon the effective date of the merger, each outstanding share of

Section 3.02 Shares of the Surviving Corporation.

The shares of the Conn-Selmer, Inc. outstanding before the merger shall be the shares of the Surviving Corporation upon and immediately after the merger.

This Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 18, 2002.

"MERGED CORPORATION"

UNITED MUSICAL INSTRUMENTS HOLDINGS, INC.

By: [Signature]
John M. Stoner, Jr., President

ATTEST:

[Signature]
Dennis M. Hanson, Secretary

"MERGED CORPORATION"

UNITED MUSICAL INSTRUMENTS USA, INC.

By: [Signature]
John M. Stoner, Jr., President

ATTEST:

[Signature]
Dennis M. Hanson, Secretary

"SURVIVING CORPORATION"

CONN-SELMER, INC.

By: [Signature]
John M. Stoner, Jr., President

ATTEST:

[Signature]
Dennis M. Hanson, Secretary

TRADEMARK