

1-10-00

RECORDATION FORM  
TRADEMARK

02-04-2000

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To the Honorable Commissioner of Patents and Trademarks: Please

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1. Name of conveying party(ies):  
 GRP Records, Inc.  
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 2000 JAN 10 PM 1:43  
 OPR/FINANCE

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State New York  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
 Name: UMG Recordings, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 70 Universal City Plaza  
 City: Universal City State: CA. ZIP: 91608

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: 11/30/99

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
See Attached

B. Trademark registration No.(s)  
See Attached

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Anne B. Nielsen  
 Internal Address: \_\_\_\_\_  
Universal Studios, Inc.  
1280-6  
 Street Address: 100 Universal City Plaza  
 City: Universal City State: CA. ZIP: 91608

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41):..... \$ 215.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
50-0333  
 (Attach duplicate copy of this page if paying by deposit account)

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 any attached copy is a true copy of the original document.*

Anne B. Nielsen                              [Signature]                              1/6/00  
 Name of Person Signing                              Signature                              Date

Total number of pages comprising cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

00000258 500333 1796319

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

40.00 CH  
175.00 CH

Public Burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

02/03/2000 TTOM1  
01 FC:481  
02 FC:482

GRP RECORDS, INC.

Application Nos.:

Registration Nos.:

75/622766

1796319

75/748964

1157648

75/622765

2298161

75/738039

2298160

Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"GRP RECORDS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "UMG RECORDINGS, INC." UNDER THE NAME OF "UMG RECORDINGS, 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 NOVEMBER, A.D. 1999, AT 1:10 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0681821 8100M

991509077

AUTHENTICATION: 0108729

DATE: 11-30-99

TRADEMARK

REEL: 002016 FRAME: 0565

CERTIFICATE OF MERGER

of

GRP RECORDS, INC.

with and into

UMG RECORDINGS, INC.

Pursuant to Section 252 of the  
General Corporation Law  
of the State of Delaware

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, UMG Recordings, Inc., a Delaware corporation ("UMG Recordings"), hereby certifies the following information relating to the merger of GRP Records, Inc., a New York corporation ("GRP"), with and into UMG Recordings:

**FIRST:** The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
UMG Recordings, Inc.	Delaware
GRP Records, Inc.	New York

**SECOND:** The Agreement and Plan of Merger, dated as of June 30, 1999 (the "Merger Agreement"), among UMG Recordings, GRP and PolyGram Holding, Inc., a Delaware corporation and the parent corporation of UMG Recordings and GRP, setting forth the terms and conditions of the merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation in the merger is UMG Recordings, Inc.

FOURTH: The certificate of incorporation of UMG Recordings shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at the principal business offices of the surviving corporation at 70 Universal City Plaza, Universal City, CA 91608.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of UMG Recordings or GRP.

SEVENTH: The authorized capital stock of GRP consists of 300 shares of common stock, no par value per share.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the 15<sup>th</sup> day of October, 1999.

UMG RECORDINGS, INC.

By:   
Karen Randall  
Senior Vice President