

10-16-2000

FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patent

101488270

documents or copy thereof.

1. Name of conveying party(ies):

Geffen Records, Inc.

- Individual(s)
- General Partnership
- Corporation-State California
- 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: 100 Universal City Plaza

Street Address: 100 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 15, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

none

MRD 9-6-00

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: LRW - 6th Floor

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41):..... \$ 315.00

- 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

Name of Person Signing

Signature

9/6/00

Date

Total number of pages comprising cover sheet:

6

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

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

00000199 500333 1646345

Commissioner of Patents and Trademarks
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10/13/2000 6TON11

01 FC:481
02 FC:482

REGISTRATIONS

DGC STYLIZED	1646345
DGC	1646346
ELEVEN	2064962
GEFFEN RECORDS & DESIGN	1266997
ELEVEN & DESIGN	2003039
DGC	1904253
DGC STYLIZED	1904252
G BALL DESIGN	2054753
GEFFEN & G DESIGN	2060912
GEFFEN	2122821
DGC GEFFEN RECORDS INC. STYLIZED	2225138
DGC GEFFEN RECORDS INC.	2223716

CERTIFICATE OF MERGER

of

GEFFEN 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 Geffen Records, Inc., a California corporation ("Geffen Records"), with and into UMG Recordings:

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

<u>Name</u>	<u>State of Incorporation</u>
UMG Recordings, Inc.	Delaware
Geffen Records, Inc.	California

SECOND: The Agreement of Merger, dated as of June 30, 1999, among UMG Recordings, Geffen Records and PolyGram Holding, Inc., a Delaware corporation and the parent corporation of UMG Recordings and Geffen Records (the "Merger Agreement"), 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 Geffen Records.

SEVENTH: The authorized capital stock of Geffen Records consists of 1,000 shares of common stock, no par value per share.

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

UMG RECORDINGS, INC.

By: 
Karen Randall
Senior Vice President

Office of the Secretary of State

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:

"GEFFEN RECORDS, INC.", A CALIFORNIA 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 12:40 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 black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0108477

DATE: 11-30-99

RECORDED: 09/06/2000

TRADEMARK
REEL: 002155 FRAME: 0864