

05-31-2001

FORM PTO-1594  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings

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Send original documents or copy thereof.

1. Name of conveying party(ies):

A & M Records, Inc.

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

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: 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: 11/30/99

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2186909

2157793

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: \_\_\_\_\_

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

- 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)

00600118 500333 2186909

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

Anne B. Nielsen  
Signature

5/21/01

Date

Total number of pages comprising cover sheet:

5

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

Do not detach this portion

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

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

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.

TRADEMARK

REEL: 002306 FRAME: 0503

5-24-01

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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:

"A & M RECORDS, INC.", A DELAWARE 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 12:45 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", is written over a horizontal line.

Edward J. Freel, Secretary of State

0681821 8100M

991509065

AUTHENTICATION: 0108539

DATE: 11-30-99

TRADEMARK

REEL: 002306 FRAME: 0504

**CERTIFICATE OF MERGER**

of

**A & M RECORDS, INC.**

with and into

**UMG RECORDINGS, INC.**

Pursuant to Section 251 of the  
General Corporation Law  
of the State of Delaware

Pursuant to Section 251(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 A & M Records, Inc., a Delaware corporation ("A & M 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
A & M Records, Inc.	Delaware

**SECOND:** The Agreement of Merger, dated as of June 30, 1999, between UMG Recordings, A & M Records and PolyGram Holding, Inc., a Delaware corporation and the parent corporation of UMG Recordings and A & M 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 251(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 A & M Records.

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**