

U.S. Department of Commerce
Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): BMG Library Ventures, 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 (Delaware) <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies) Name: Bertelsmann Music Group, Inc.</p> <p>Address: 1540 Broadway New York, New York 10036</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 (Delaware) <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <input type="checkbox"/> Board Resolution _____</p> <p>Execution Date: <u>May 1, 1996</u></p>	

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

<p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) Registration Nos. 1,716,792 and 1,719,075 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Mary L. Kevlin, Esq. Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p>	<p>6. Total number of applications and registrations involved: 2 registrations</p>
	<p>7. Total fee (37 CFR 3.41)..... \$ <u>65</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account No. 03-3415.</p>
	<p>8. Deposit Account No. <u>03-3415</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Anna DePalo Anna DePalo December 12, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 13

CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.

Anna DePalo
Name: Anna DePalo
Date: December 12, 2002

TRADEMARK
REEL: 002585 FRAME: 0642

**JOINT AND UNANIMOUS
WRITTEN CONSENT OF THE
SOLE SHAREHOLDER AND THE
BOARD OF DIRECTORS TO
CORPORATE ACTION OF
BMG LIBRARY VENTURES, INC.**

In lieu of a joint special meeting of the Sole Shareholder and the Board of Directors (the "Board") of **BMG LIBRARY VENTURES, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), the undersigned, being the Sole Shareholder and all of the members of the Board of the Corporation, hereby declare, pursuant to §141(f) and §275(c) of the General Corporation Law of the State of Delaware, that the actions hereinafter set forth shall be, and hereby are, taken by the Sole Shareholder and the Board of the Corporation as of the date hereof.

WHEREAS, the Board and the Sole Shareholder deem it advisable and in the best interest of the Corporation that a plan of complete liquidation, a copy of which is attached hereto as Exhibit A (the "Plan"), be adopted; and

WHEREAS, it is further deemed advisable that following the consummation of the Plan, the Corporation be dissolved and surrender its charter to the Delaware Secretary of State;

NOW, THEREFORE, BE IT

RESOLVED, that the Plan is hereby approved and adopted; and

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and hereby are, authorized and directed to do all things necessary and requisite to settle the affairs of the Corporation and to collect all outstanding assets and debts, pay all liabilities and obligations, and distribute all property and any surplus funds, and following the consummation of the Plan, are authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional actions and to execute and deliver such additional agreements, documents and instruments, including, without limitation, the execution and filing of the certificate of dissolution of the Corporation, as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolution.

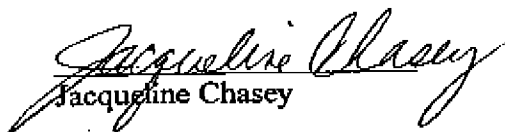
IN WITNESS WHEREOF, the undersigned have duly executed this Joint and Unanimous Written Consent of the Sole Shareholder and the Board of Directors to Corporate Action as of the 1st day of May, 1996.

SOLE SHAREHOLDER:

BERTELSMANN MUSIC GROUP, INC.


Joel Schoenfeld

BOARD OF DIRECTORS


Jacqueline Chasey


Bernhard U. Derlath

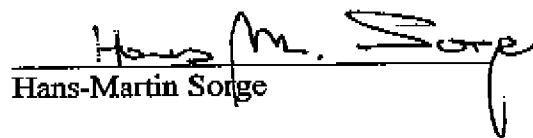

Hans-Martin Sorge

EXHIBIT A

Plan of Complete Liquidation
of
BMG LIBRARY VENTURES, INC.
Under Section 332 of the
Internal Revenue Code of 1986, as amended.

1. **BMG LIBRARY VENTURES, INC.** (hereinafter referred to as the "Corporation") is a corporation organized and existing under the laws of the State of Delaware.
2. There are 1,000 shares of the capital stock of the Corporation issued and outstanding on the date hereof, all of which are owned of record and held by Bertelsmann Music Group, Inc. (hereinafter referred to as the "Sole Shareholder").
3. All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. There shall also be set aside, in cash, securities, or other assets, a reserve fund in an amount estimated by the President of the Corporation, in his discretion, to be necessary for the payment of estimated expenses, taxes, and contingent liabilities (including expenses of dissolution, liquidation, termination of existence and distribution of assets).
4. After the payment of liabilities and the setting aside of reserves pursuant to Paragraph 3 hereof and in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, the Corporation shall distribute and transfer all of the remaining property and assets of the Corporation, in complete liquidation of the Corporation, to the Sole Shareholder.
5. Upon receipt by the Sole Shareholder of the property and assets of the Corporation pursuant to the terms of Paragraph 4 hereof, the Sole Shareholder shall surrender to

the Corporation, for complete cancellation and redemption, the certificates representing the shares of the Corporation now owned of record and held by said Shareholder.


6. At such time as the President may determine that all liabilities of the Corporation have been paid or provided for, including all costs of effecting and administering this Plan of Complete Liquidation, and that there is no further need for the reserve fund established pursuant to Paragraph 3 hereof, the President of the Corporation shall transfer any amount remaining in such fund to the Sole Shareholder.

7. Until the distribution and transfer to the Sole Shareholder by the Corporation of its assets and property and receipt thereof by the Sole Shareholder, the Sole Shareholder shall not dispose of any of its shares in the Corporation now owned of record and held by said Shareholder.

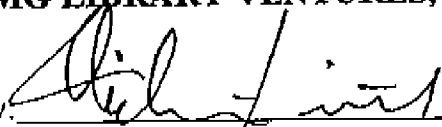
8. The property and assets of the Corporation to be distributed to the Sole Shareholder shall be distributed in cash, or in property, or partly in cash and partly in property, as the President of the Corporation may in his discretion determine, and the President of the Corporation is hereby authorized and empowered, without further action by the Sole Shareholder or the Board of Directors of the Corporation, to convert all or any of the property and assets of the Corporation to cash or certificates of indebtedness.

IN WITNESS WHEREOF, the undersigned has duly executed this Plan of Complete Liquidation as of the 1st day of May, 1996.

ATTEST:


Stanley H. Schneider
Secretary

BMG LIBRARY VENTURES, INC.

By 
Nicholas Firth
President

U.S. Department of Commerce
Patent and Trademark Office

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DO NOT USE THIS SPACE	
<p>9. Statement and signature. <i>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.</i></p> <p style="text-align: center;"> <u>Anna DePalo</u> <u>Anna DePalo</u> <u>December 12, 2002</u> Name of Person Signing Signature Date </p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <u>13</u></p>	

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Anna DePalo

Name: Anna DePalo
Date: December 12, 2002

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U.S. Department of Commerce
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TRADEMARK
REEL: 002585 FRAME: 0648

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
TO CORPORATE ACTION OF
BERTELSMANN MUSIC GROUP, INC.**

In lieu of a special meeting of the Board of Directors of **BERTELSMANN MUSIC GROUP, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), the undersigned, being all of the directors of the Corporation, hereby declare, pursuant to §141(f) of the Delaware General Corporation Law, that the actions hereinafter set forth shall be, and hereby are, taken by the Board of Directors of the Corporation as of the date hereof.

WHEREAS, the Corporation is the sole shareholder of each of **BMG Library Ventures, Inc.**, a corporation organized and existing under the laws of the State of Delaware ("Ventures") and **BMG Songs, Inc.**, a corporation organized and existing under the laws of the State of California ("Songs"); and

WHEREAS, pursuant to a Plan of Complete Liquidation dated as of May 1, 1996, Ventures distributed all of its assets (the "Assets") to the Corporation; and

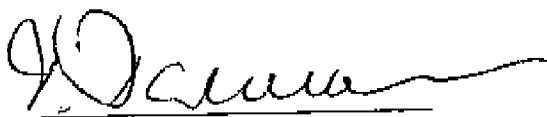
WHEREAS, the Corporation desires to make a capital contribution to Songs consisting of the Assets;


NOW, THEREFORE, BE IT

RESOLVED, that the Corporation contribute the Assets to the capital of Songs; and

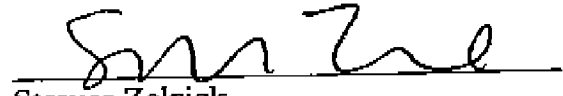
RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to take such actions as may be necessary or proper promptly to effect the transfer and delivery of the Assets to Songs.

IN WITNESS WHEREOF, we have duly executed this Unanimous Written Consent of the Board of Directors to Corporate Action as of the 2nd day of May, 1996.


Michael Dornemann


Thomas McIntyre


Joel Schoenfeld


Strauss Zelnick