

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): Bertelsmann Music Group, 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: BMG Songs, Inc. Address: 6534 Sunset Boulevard Hollywood, California 90028-9925</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 (California) <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 <u>Board Resolution</u></p> <p>Execution Date: <u>May 2, 1996</u></p>	

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

A. Trademark Application No.(s)	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>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.

<u>Anna DePalo</u>	<u>Anna DePalo</u>	<u>December 12, 2002</u>
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

**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

Cowan, Liebowitz & Latman, P.C.

LAW OFFICES

1133 Avenue of the Americas • New York, NY 10036-6799

Telephone (212) 790-9200 • Web www.cll.com • Fax (212) 575-0671

Fax Cover Sheet

Writer's Direct Dial
(212) 790-9217
amd@cll.com

Our Ref: 16513.42

To: Ms. Tara Washington
Assignment Branch
United States Patent and
Trademark Office

Fax No: (703) 306-5995
Tel No: (703) 308-9723

From: Anna DePalo

Date: February 19, 2003

FEB 25 5 44 PM '03

No Confirmation Copy

No. of Pages (Incl. Cover): 7

Message:

ATTENTION:

MS. TARA WASHINGTON

Confidentiality Notice

This facsimile message is intended only for the addressee and may contain information that is privileged and confidential. If you are not the intended recipient, you are hereby notified that any dissemination or copying of this fax is strictly prohibited. If you have received this fax in error, please notify the writer directly by telephone and return the original fax to us by mail at the above address.

Cowan, Liebowitz & Latman, P.C.
LAW OFFICES

1133 Avenue of the Americas • New York, NY 10036-6799

Telephone (212) 790-9200 • Web www.cll.com • Fax (212) 575-0671

Anna M. DePalo
Direct (212) 790-9217
amd@cll.com

February 19, 2003

By Fax - (703) 306-5995

United States Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, DC 20231

Attention: Ms. Tara Washington

Re: Recordation of Assignment
from Bertelsmann Music Group, Inc.
to BMG Songs, Inc. for
Mark **LASERDROP** in Class 42
Registration No. 1,716,792 and
Mark **LASER DROP & Design** in Class 42
Registration No. 1,719,075
Our matter no. 16513.42

Dear Ms. Washington:

This request for recordal of assignment was previously faxed to you on December 12, 2002 but was not recorded (only the first part of the request for recordation—from BMG Library Ventures, Inc. to Bertelsmann Music Group, Inc.—was recorded on December 16, 2002). Accordingly, we enclose the following documents in connection with the above-referenced matter:

- (1) Two (2) copies of the Recordation Form Cover Sheet for the assignment from Bertelsmann Music Group, Inc. to BMG Songs, Inc.
- (2) Copy of the Unanimous Written Consent of the Board of Directors to Corporate Action of Bertelsmann Music Group, Inc.

Cowan, Liebowitz & Latman, P.C.
United States Patent and Trademark Office
February 19, 2003
Page 2

Please record this assignment against the service mark registrations listed above and on the Recordation Form Cover Sheet, and return the documents to us with the recording information.

Please charge our Deposit Account No. 03-3415 for the required recordal fee of \$65 only if this was not done in December in connection with the request for recordation faxed to your office on December 12, 2002.

Kindly acknowledge receipt of this fax and the enclosures. Please do not hesitate to contact the undersigned at (212) 790-9217 if you have any questions.

Sincerely yours,



Anna DePalo

Enclosures

cc: Mary L. Kevlin, Esq. (w/o enclosures)

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 February 19, 2003.



Name: Anna DePalo
Date: January 18, 2003

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.

1. Name of conveying party(ies):
 Bertelsmann Music Group, Inc.

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

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

2. Name and Address of receiving party(ies)
 Name: BMG Songs, Inc.
 Address: 6534 Sunset Boulevard
 Hollywood, California 90028-9925

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State (California)
 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 Board Resolution _____

Execution Date: May 2, 1996

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)

Registration Nos. 1,716,792 and 1,719,075

Additional numbers attached? Yes No

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

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 2 registrations

7. Total fee (37 CFR 3.41)..... \$ 65

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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

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Anna DePalo
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 Date: December 12, 2002