

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BMGJ LLC		02/01/2003	Limited Liability Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Bertelsmann Music Group, Inc.
Street Address:	1540 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2667811	J RECORDS
Registration Number:	2671095	J
Registration Number:	2671094	J RECORDS
Serial Number:	76163767	J
Serial Number:	76111371	J RECORDS
Serial Number:	76163762	J RECORDS
Serial Number:	76163764	J RECORDS
Serial Number:	76163766	J
Serial Number:	76163768	J
Serial Number:	76163763	J RECORDS

CORRESPONDENCE DATA

Fax Number: (212)326-0806
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212 326 0831

CH \$265.00 2667811

Email: tlee@pryorcashman.com
Correspondent Name: Teresa A. Lee, Esq.
Address Line 1: 410 Park Avenue, 10th Floor
Address Line 2: Pryor Cashman Sherman & Flynn LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

08155.00001

NAME OF SUBMITTER:

Teresa A. Lee

Total Attachments: 2

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Delaware

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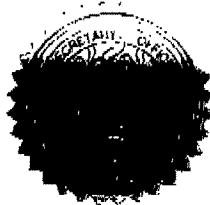
The First State

I, HARRIET SMITH WINDSOR, 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:

"BMGJ LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "BERTELSMANN MUSIC GROUP, INC." UNDER THE NAME OF "BERTELSMANN MUSIC GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2003, AT 3:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF FEBRUARY, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2090276 8100M

AUTHENTICATION: 2237718

030068121

DATE: 02-03-03

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:31 PM 01/31/2003
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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Bertelsmann Music Group, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is BMGJ LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Bertelsmann Music Group, Inc.

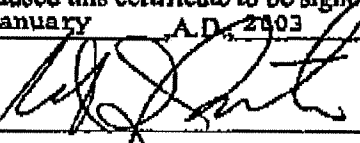
FOURTH: The merger is to become effective on February 1, 2003.

FIFTH: The Agreement of Merger is on file at 1540 Broadway, 24th Floor New York, New York 10036, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 31st day of January, A.D. 2003

By: 
Authorized Person
Name: Robert J. Sorrentino
Print or Type Signature
Title: Vice President, Taxes