

Form PTO-1504
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
BRENTWOOD-BENSON MUSIC PUBLISHING, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Tennessee
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
Name: ZOMBA ENTERPRISES, INC.
Address: 1540 Broadway
New York, New York 10036
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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) & addresses attached? Yes No

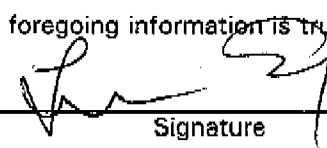
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 30, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) **SEE ATTACHED**
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: Lawrence Eli Apolzon
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017
Tel: (212)813-5900; Fax: (212)813-5901

6. Total number of applications and registration involved:.....11
7. Total fee (37 CFR 3.41) \$ 290.00
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)
8. Deposit account number:
23-0825: Docket No.: ZOME -0423349
(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.
Lawrence Eli Apolzon  11/2/04
Name of Person Signing Signature Date
Total number of pages comprising cover sheet: _____

CH \$290.00 230825 76245639

**SCHEDULE OF TRADEMARKS AGAINST WHICH THE MERGER OF
BRENTWOOD-BENSON MUSIC PUBLISHING, INC. INTO ZOMBA
ENTERPRISES, INC. SHOULD BE RECORDED**

TRADEMARKS	SERIAL NO./REGISTRATION NO.
BRENTWOOD-BENSON MUSIC PUBLISHING and Design	2,230,849
CREATIVEMORSHIP.COM	76/245,639
HOUSE OF PRAISE and Design	2,589,823
HYMNS FOR THE FAMILY OF GOD	2,283,289
JUBILATION	2,301,890
LIFT HIM UP	1,721,928
PARAGON and Design	1,240,944
READY TO SING	2,342,680
SILVERSPRING	2,301,879
SILVERSPRING MUSIC GROUP and Design	2,301,880
SONGS FROM THE SANCTUARY	76/027,078

I:\ccary\Bben\Merger into Zomba Enterprises, Inc\040901 0423349 - schedule of trademarks - cac.doc

FILING RECEIPT

ENTITY NAME: ZOMBA ENTERPRISES, INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: BRENTWOOD-BENSON MUSIC PUBLISHING, INC.

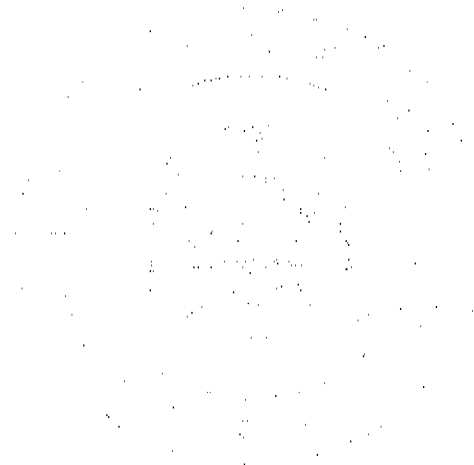
FILED:06/30/2004 DURATION:***** CASH#:040630000674 FILM #:040630000542

ADDRESS FOR PROCESS

EFFECT DATE

06/30/2004

REGISTERED AGENT



FILER	FEE	AMOUNT	PAYMENT TYPE	AMOUNT
-----	-----	170.00	PAYMENTS	170.00
BERTELSMANN INC.	FILING	60.00	CASH	0.00
24TH FLOOR	TAX	0.00	CHECK	0.00
1540 BROADWAY	CERT	0.00	CHARGE	0.00
NEW YORK, NY 10036-4098	COPIES	10.00	DRAWDOWN	170.00
	HANDLING	100.00	BILLED	0.00
			REFUND	0.00

TRADEMARK

17040630000642

CSC 45
DRAW DOWN

CERTIFICATE OF MERGER
OF

BRENTWOOD-BENSON MUSIC PUBLISHING, INC.
(a Tennessee corporation)

INTO

ZOMBA ENTERPRISES, INC.
(a New York corporation)

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of Tennessee on March 21, 1991 is Brentwood-Benson Music Publishing, Inc.

No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on July 7, 1977, is Zomba Enterprises, Inc., under the name Zomba Enterprises, Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION: Common Stock NUMBER: 1,000

SIXTH: The merger of the subsidiary corporation into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 30th day of June 2004.

Signed on June 1, 2004



Wade Leak, Secretary of the surviving
corporation

040630000642

CERTIFICATE OF MERGER

OF

BRENTWOOD-BENSON MUSIC PUBLISHING, INC.

INTO

ZOMBA ENTERPRISES, INC.

Section 905 of the Business Corporation Law

A-1

RECEIVED

2004 JUN 30 PM 12:04

RECEIVED

2004 JUN 29 AM 11:04

Filer: Bertelsmann Inc.
24th Floor
1540 Broadway
New York, NY 10036-4098
Cust. Ref#777257RMD

DRAWDOWN

1-CC.
NEW YORK
DEPARTMENT OF STATE
FILED JUN 30 2004
TAX \$
BY:
 NY

RECEIVED

2004 JUN 30 AM 9:02

2004 JUN 30 PM 1:19

FILED

2

RECORDED: 11/03/2004

TRADEMARK
REEL: 002970 FRAME: 0610
** TOTAL PAGE: 06 **