

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):

BENSON RECORDS, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 30, 2004

2. Name and address of receiving party(ies):

Name: PROVIDENT LABEL GROUP LLC

Address: 550 Madison Avenue

New York, New York 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware Limited Liability Company

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
2,219,614

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:.....1

7. Total fee (37 CFR 3.41) ..... \$ 40.00

Authorized to be charged to deposit account (Only if total fee is not sufficient)

8. Deposit account number:

23-0825; Docket No. BWOD - 0417555

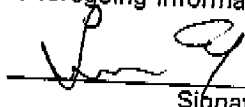
(Attach duplicate copy of this page if paying by deposit account)

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  
Name of Person Signing

  
Signature

1/20/05  
Date

Total number of pages comprising cover sheet:

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

TRADEMARK

FZLZ File No. BWOD

REF. 003016 FRAME: 0679

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# Delaware

PAGE 1

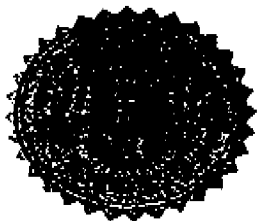
*The First State*

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:

"BENSON RECORDS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "PROVIDENT LABEL GROUP LLC" UNDER THE NAME OF "PROVIDENT LABEL GROUP LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 2004, AT 1:40 O'CLOCK P.M.

3822927 8100M  
040560100



*Harriet Smith Windsor*  
 Harriet Smith Windsor, Secretary of State  
 AUTHENTICATION: 3267973

DATE: 07-30 TRADEMARK

REEL: 003016 FRAME: 0680

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 01:47 PM 07/30/2004  
 FILED 01:40 PM 07/30/2004  
 SRV 040560100 - 3822927 FILE

**CERTIFICATE OF MERGER**

**MERGING**

**BENSON RECORDS, INC., a New York Corporation**

**INTO**

**PROVIDENT LABEL GROUP LLC, a Delaware Limited Liability Company**

**Pursuant to Section 18-209 of the Delaware Limited Liability Company Act**

Provident Label Group LLC, a Delaware limited liability company, which desires to merge with Benson Records, Inc., a New York corporation, hereby certifies that:

**FIRST:** The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

| <u>Name</u>               | <u>Jurisdiction of Formation or Organization</u> |
|---------------------------|--|
| Benson Records, Inc.      | New York   |
| Provident Label Group LLC | Delaware   |

**SECOND:** An Agreement and Plan of Merger dated July 1, 2004 between Benson Records, Inc. and Provident Label Group LLC (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

**THIRD:** The name of the surviving Delaware limited liability company is Provident Label Group LLC.

**FOURTH:** The merger herein certified shall be effective on July 30, 2004.

**FIFTH:** The executed Plan of Merger is on file at a place of business of Provident Label Group LLC. The address of such place of business is c/o Bertelsmann, Inc., 1540 Broadway, New York, NY 10036.

**SIXTH:** A copy of the Plan of Merger will be furnished by Provident Label Group LLC, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge hereunder.

IN WITNESS WHEREOF, this certificate has been subscribed this 30th day of July, 2004, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

PROVIDENT LABEL GROUP LLC

By:



Name: Wade Leak

Title: Assistant Secretary