

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fantasy Inc.		11/24/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Concord Music Group, Inc.
Street Address:	2600 Tenth St.
City:	Berkeley
State/Country:	CALIFORNIA
Postal Code:	94710
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	1537289	BLUESVILLE
Registration Number:	2148837	BLUESVILLE
Registration Number:	1466205	CONTEMPORARY
Registration Number:	996463	
Registration Number:	1748291	
Registration Number:	1916304	
Registration Number:	1916305	ENTERPRISE
Registration Number:	2043725	FANTASY
Registration Number:	998245	FANTASY
Registration Number:	1919476	FANTASY
Registration Number:	1113058	GALAXY
Registration Number:	2021815	GOOD TIME JAZZ
Registration Number:	1819747	GOOD TIME JAZZ
Registration Number:	1746951	J.A.T.P.

OP \$1240.00 1537289

Registration Number:	2128759	JAZZLAND
Registration Number:	2003261	KICKING MULE
Registration Number:	1254431	MILESTONE
Registration Number:	2758673	M MILESTONE
Registration Number:	1717594	ORIGINAL BLUES CLASSICS
Registration Number:	2029730	ORIGINAL JAZZ CLASSICS
Registration Number:	1745613	ORIGINAL JAZZ CLASSICS
Registration Number:	1021946	PABLO
Registration Number:	1033716	PABLO
Registration Number:	1201855	PRESTIGE
Registration Number:	798407	PRESTIGE
Registration Number:	1933149	RESPECT
Registration Number:	1430081	RIVERSIDE
Registration Number:	2863252	SOULSVILLE
Registration Number:	2900069	SOULSVILLE U.S.A.
Registration Number:	2882007	SOULSVILLE U.S.A.
Registration Number:	1976842	SPECIALTY
Registration Number:	1813531	SPECIALTY
Registration Number:	868198	STAX
Registration Number:	2908873	STAX
Registration Number:	2141700	STAX
Registration Number:	2141701	STAX
Registration Number:	1662239	STAX
Registration Number:	971347	STAX RECORDS
Registration Number:	1022529	TAKOMA
Registration Number:	2536062	THAT'S WHAT SHE SAID
Registration Number:	1954782	THAT'S WHAT SHE SAID
Registration Number:	2000125	TRU SOUND
Registration Number:	2035090	TRUTH
Registration Number:	868197	VOLT
Registration Number:	1881940	VOLT
Registration Number:	1933150	WE PRODUCE
Serial Number:	76563215	MILESTONE
Serial Number:	76371905	SOULSVILLE U.S.A.
Serial Number:	76593659	WATTSTAX

TRADEMARK

REEL: 003032 FRAME: 0044

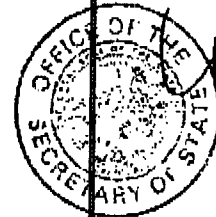
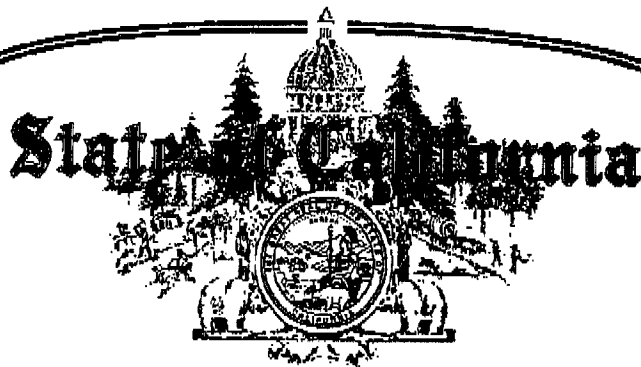
CORRESPONDENCE DATA

Fax Number: (312)782-6494
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3127826495
Email: marc@keganlaw.com
Correspondent Name: Marc E. Fineman
Address Line 1: 79 W. Monroe St. #1320
Address Line 2: Kegan & Kegan, Ltd.
Address Line 4: Chicago, ILLINOIS 60603-4969

NAME OF SUBMITTER:	Marc E. Fineman
Signature:	/Marc E. Fineman/
Date:	02/17/2005

Total Attachments: 5
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SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 12 2004



Kevin Shelley
Secretary of State

00753761

Delaware

The First State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

PAGE 1 NOV 24 2004

KEVIN SHELLEY
Secretary of 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:

"CONCORD RECORDS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "FANTASY INC." UNDER THE NAME OF "CONCORD MUSIC GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004, AT 4:34 O'CLOCK P.M.

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



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040850930

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3501624

DATE: 11-24-04

Delaware
of State
of Corporations
04:34 PM 11/24/2004
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J40850930 - 0905259 FILE

CERTIFICATE OF MERGER

MERGING

Concord Records, Inc., a California Corporation

INTO

Fantasy Inc., a Delaware Corporation

**Pursuant to the provisions of § 252 of the
Delaware General Corporation Law**

Fantasy Inc., a Delaware corporation, hereby certifies that:

FIRST: The constituent corporations of the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Fantasy Inc.	Delaware
Concord Records, Inc.	California

SECOND: An Agreement and Plan of Merger dated as of November 24, 2004 (the "Merger Agreement") between Fantasy Inc. and Concord Records, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law (the "DGCL"), to wit, by Fantasy Inc. in the same manner as is provided in Section 251 of the DGCL and by Concord Records, Inc. in accordance with the laws of the state of its incorporation.

THIRD: The surviving corporation in the merger herein certified is Fantasy Inc., which will continue its existence as said surviving corporation under the name of "Concord Music Group, Inc." upon the effective date of said merger pursuant to the provisions of the laws of the DGCL.

FOURTH: The merger shall become effective upon the filing of this Certificate of Merger.

FIFTH: The Certificate of Incorporation of Fantasy Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation, except that the name of the surviving corporation shall be "Concord Music Group, Inc."

SIXTH: The authorized stock and par value of Concord Records, Inc. is 2,000 shares of common stock, par value \$100.

(NY) 1945015/REORGANIZATION/fantasy.concord.to.merge.certificatr.delaware.doc

SEVENTH: The executed Merger Agreement is on file at the office of the surviving corporation at 100 N. Crescent Drive, Suite 275, Beverly Hills, California 90210.

EIGHTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger this 24th day of November, 2004.

FANTASY INC.

By: [Signature]
Name: GLEN A. BARRO
Title: CHIEF EXECUTIVE OFFICER

07/18/2004 10:00 AM [illegible]

