

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/24/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Concord Records, Inc.		11/24/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Concord Music Group, Inc.
Street Address:	100 N. Crescent Drive, Suite 275
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1312147	PICANTE
Registration Number:	1430992	CROSSOVER
Registration Number:	1465228	
Registration Number:	2245994	CONCORD VISTA
Registration Number:	2246045	P
Registration Number:	2270489	CONCORD CONCERTO
Registration Number:	2639102	CONCORD
Registration Number:	2671523	
Registration Number:	1408073	THE GEORGE WEIN COLLECTION
Registration Number:	2088901	THE JAZZ ALLIANCE
Registration Number:	2245992	CC

CORRESPONDENCE DATA

CH \$290.00 1312147

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-783-2700
Email: pagodoa@federalresearch.com
Correspondent Name: CBC Companies dba Federal Research
Address Line 1: 1030 Fifteenth Street, NW, Suite 920
Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	04/06/2005

Total Attachments: 7
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SCHEDULE I

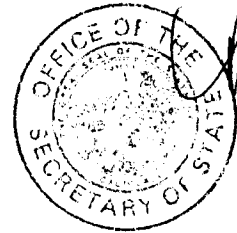
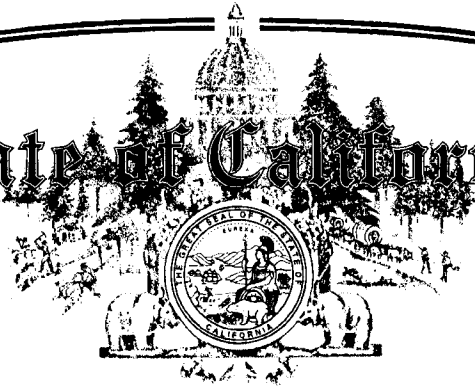
to

TRADEMARK SECURITY AGREEMENT

PART B-CONCORD AND SUBSIDIARIES

Description of Mark	Registration Number	Registration Date
Picante (word)	1,312,147	January 1, 1985
Crossover (word)	1,430,992	March 3, 1987
Crossover (design)	1,465,228	November 17, 1987
Concord Vista (word and design)	2,245,994	May 18, 1999
Concord Picante (design)	2,246,045	May 18, 1999
Concord Concerto (word)	2,270,489	August 17, 1999
Concord (word)	2,639,102	October 22, 2002
Note (design)	2,671,523	January 7, 2003
The George Wein Collection (word and design)	1,408,073	September 2, 1986
The Jazz Alliance (word and design)	2,088,901	August 19, 1997
Bass Clef and Mirror Image (design)	2,245,992	May 18, 1999

State of California



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

5.16 - 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

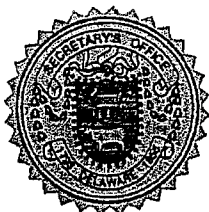
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"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.

0905259 8100M

040850930



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3501614

DATE: 11-24-04

TRADEMARK
REEL: 003061 FRAME: 0414

Delaware
of State
of Corporations
04:34 PM 11/24/2004
04:34 PM 11/24/2004
40850930 - 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) (9845015) REORGANIZATION/Fantasy.concord.merger.certificata.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: 
Name: GLEN A. BARROS
Title: CHIEF EXECUTIVE OFFICER

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