

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/30/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Benson Records, Inc.		07/30/2004	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Provident Label Group LLC
Street Address:	550 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 25**

Property Type	Number	Word Mark
Registration Number:	2518527	ESSENTIAL
Registration Number:	2806094	ESSENTIAL
Registration Number:	2822014	ESSENTIAL RECORDS
Registration Number:	2394827	FFH
Registration Number:	2819136	GREENTREE
Registration Number:	1343958	HEART WARMING
Serial Number:	78363317	HI MEDIUM LOW
Serial Number:	76543335	HI-LO PLUS
Serial Number:	78363624	MASTERTRAX
Serial Number:	78373681	MASTERTRAX
Registration Number:	1363006	MASTERTRAX
Serial Number:	78370625	MODERN WORSHIP
Serial Number:	78386707	MODERN WORSHIP

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Serial Number:	78362938	PRAISE HYMN
Serial Number:	78362972	PRAISE HYMN
Serial Number:	78337676	PROVIDENT LABEL GROUP
Registration Number:	1577371	REUNION
Registration Number:	2421259	REUNION RECORDS
Registration Number:	2710745	REUNION RECORDS
Registration Number:	1917765	SMOKY MOUNTAIN MUSIC
Serial Number:	78363189	SOUND PERFORMANCE
Serial Number:	78378829	SOUND PERFORMANCE SOUNDTRACKS
Serial Number:	78370455	YOU CAN SING
Serial Number:	78462858	YOU CAN SING GOSPEL TRAX
Serial Number:	78370391	HI MEDIUM LOW

**CORRESPONDENCE DATA**

Fax Number: (212)813-5901  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-813-5990  
Email: dsullivan@frosszelnick.com  
Correspondent Name: Lawrence Eli Apolzon  
Address Line 1: Fross Zelnick Lehrman & Zissu, P.C.  
Address Line 2: 866 United Nations Plaza  
Address Line 4: New York, NEW YORK 10017

NAME OF SUBMITTER:	Lawrence E. Apolzon
Signature:	/lawrence apolzon/
Date:	04/29/2005

**Total Attachments: 3**  
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# Delaware

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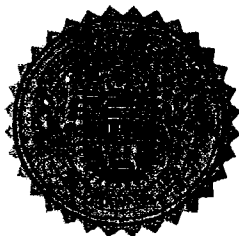
*The First State*

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:

"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.

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040560100



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3267973

DATE: 07-30-04

TRADEMARK  
REEL: 003087 FRAME: 0532

**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