

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Corporate Conversion |
| EFFECTIVE DATE: | 07/13/2004 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|-----------------------|
| RED DISTRIBUTION, INC. | | 07/13/2004 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------------|
| Name: | RED DISTRIBUTION, 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: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 2236813 | REDMUSIC |

CORRESPONDENCE DATA

Fax Number: (212)813-5901
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 813-5900
 Email: pboisson@frosszelnick.com
 Correspondent Name: Fross Zelnick Lehrman & Zissu, P.C.
 Address Line 1: 866 United Nations Plaza
 Address Line 4: New York, NEW YORK 10017

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | R-B 9803914 |
| NAME OF SUBMITTER: | Patrick Boisson |
| Signature: | /patrick boisson/ |

Date:

10/06/2005

Total Attachments: 3

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "RED DISTRIBUTION, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF JULY, A.D. 1995, AT 4:30 O'CLOCK P.M.

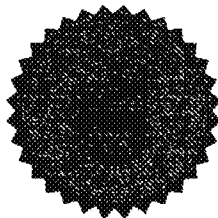
CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF NOVEMBER, A.D. 1999, AT 11:45 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM DISTRIBUTION, INC." TO "RED DISTRIBUTION, LLC", FILED THE THIRTEENTH DAY OF JULY, A.D. 2004, AT 4:28 O'CLOCK P.M.

CERTIFICATE OF FORMATION, CHANGING ITS NAME FROM "RED DISTRIBUTION, INC." TO "RED DISTRIBUTION, LLC", FILED THE THIRTEENTH DAY OF JULY, A.D. 2004, AT 4:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

2522303 8100H
050586374



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4023961

DATE: 07-15-05

TRADEMARK
REEL: 003171 FRAME: 0036

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW**

RED DISTRIBUTION, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the corporation immediately prior to filing this Certificate is RED Distribution, Inc.
2. The date the Certificate of Incorporation was filed on is July 6, 1995.
3. The original name of the corporation as set forth in the Certificate of Incorporation is RED Distribution, Inc.
4. The name of the limited liability company immediately following the conversion effectuated by this Certificate shall be RED Distribution, LLC.
5. The conversion has been approved in accordance with the provisions of Section 266.

RED DISTRIBUTION, INC

By



Lisa Weiss
Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:46 PM 07/13/2004
FILED 04:28 PM 07/13/2004
SRV 040513860 - 2522303 FILE

**CERTIFICATE OF FORMATION
OF
RED DISTRIBUTION, LLC**

The undersigned, an authorized natural person for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is RED DISTRIBUTION, LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

Executed on: July 13, 2004



Lisa Weiss
Authorized Person