

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CDnow, Inc.		12/13/2001	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	CDNow Online, Inc.
Street Address:	1540 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2372087	CD NOW
Registration Number:	2667702	NEVER MISS A BEAT

CORRESPONDENCE DATA

Fax Number: (404)881-7777
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-881-7000
 Email: barbara.yates@alston.com
 Correspondent Name: Russell P. Beets, Esq.
 Address Line 1: 1201 W. Peachtree Street
 Address Line 2: c/o Alston & Bird LLP
 Address Line 4: Atlanta, GEORGIA 30309-3424

ATTORNEY DOCKET NUMBER:	104037/237871
NAME OF SUBMITTER:	Russell P. Beets

OP \$65.00 2372087

Signature:	/Russell P. Beets/
Date:	05/10/2006
Total Attachments: 4 source=Merger between CDNow Inc and CDNow Online Inc #page1.tif source=Merger between CDNow Inc and CDNow Online Inc #page2.tif source=Merger between CDNow Inc and CDNow Online Inc #page3.tif source=Merger between CDNow Inc and CDNow Online Inc #page4.tif	

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

February 24, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING

CDNOW ONLINE, INC.

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

STMARTZ

TRADEMARK
REEL: 003306 FRAME: 0024

200193-1038

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number
2634057

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name: RETURN TO CSC

Address: _____

City: _____ State: _____ Zip Code: _____

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in additional to two

Filed in the Department of State on DEC 13 2001

Kim Fitzgerald
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
CDNOW ONLINE, INC.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider	County
c/o CORPORATION SERVICE COMPANY	DAUPHIN

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider	County
c/o	

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of each domestic jurisdiction is:

Number and Street	City	State	Zip
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TRADEMARK

REEL: 003306 FRAME: 0025

200193-1040

DSCB: 15-1926/S926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificates of Merger to be signed by a duly authorized officer thereof this

13th day of DECEMBER

2001

CDNOW ONLINE, INC.

Name of Corporation/Limited Partnership

Jacqueline Chasey
Signature

JACQUELINE CHASEY, ASSISTANT SECRETARY

Title

CDNOW, INC.

Name of Corporation/Limited Partnership

Jacqueline Chasey
Signature

JACQUELINE CHASEY, ASSISTANT SECRETARY

Title

TRADEMARK