

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BMG Direct, Inc.	FORMERLY BeMusic, Inc.	06/15/2005	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BMG Columbia House, Inc.		
<b>Street Address:</b>	28 East 28th Street, 8th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10016		
<b>Entity Type:</b>	CORPORATION: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2234018	CDNOW	
<b>Registration Number:</b>	2999206	LISTEN TO MORE. LISTEN FOR LESS.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	404-881-7000		
<b>Email:</b>	barbara.yates@alston.com		
<b>Correspondent Name:</b>	Russell P. Beets, Esq.		
<b>Address Line 1:</b>	1201 W. Peachtree Street		
<b>Address Line 2:</b>	c/o Alston & Bird LLP		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309-3424		
<b>ATTORNEY DOCKET NUMBER:</b>	104037/237871		
<b>NAME OF SUBMITTER:</b>	Russell P. Beets		
<b>Signature:</b>	/Russell P. Beets/		

OP \$65.00 2234018

Date:

05/10/2006

**Total Attachments: 2**

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2005065-490

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Articles of Amendment-Domestic Corporation**  
(15 Pa.C.S.)

Entity Number  
2634057

Business Corporation (§ 1915)  
 Nonprofit Corporation (§ 5915)

Name \_\_\_\_\_  
Corporation Service Company \_\_\_\_\_

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

Fee: \$70

Filed in the Department of State on JUN 21 2005

*Pedro C. Cortes*  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1 The name of the corporation is:  
BMG DIRECT, INC.

2. The (a) address of this corporation's 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
(b) Name of Commercial Registered Office Provider				County
<u>c/o Corporation Service Company</u>				<u>Dauphin</u>

3. The statute by or under which it was incorporated: BUSINESS CORPORATION LAW OF 1933

4 The date of its incorporation: APRIL 25, 1995

5 Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: JULY 1, 2005 at 12:01AM  
Date Hour

2005 JUN 21 PM 12: 33

PA. DEPT. OF STATE

20050615-491

DSCB:15-1915/5915-2

6 Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7 Check, and if appropriate, complete one of the following

- The amendment adopted by the corporation, set forth in full, is as follows

THE NAME OF THE CORPORATION IS "BMG COLUMBIA HOUSE, INC."

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8 Check if the amendment restates the Articles

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

15 day of JUNE,

2005

BMG DIRECT, INC.

Name of Corporation

*Jaqueline Khasey*  
Signature

ASSISTANT SECRETARY

Title