

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Change in Legal Entity

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BERTELSMANN MUSIC GROUP, INC.		06/30/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	BERTELSMANN MUSIC GROUP LLC
Street Address:	2711 Centerville Road
Internal Address:	Suite 400
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2261237	BMG
Registration Number:	2263287	BMG
Registration Number:	2292627	BMG
Registration Number:	2730978	BMG
Registration Number:	1517823	BMG
Registration Number:	1715571	BMG
Registration Number:	3066594	BMG EDITIONS
Registration Number:	2858391	BMG HERITAGE
Registration Number:	2502590	ENTERTAINMENT PAYROLL
Registration Number:	2441405	PP BMG DISTRIBUTION PARTNERSHIP PROGRAM

**CORRESPONDENCE DATA**

Fax Number: (212)813-5901

CH \$265.00 2261237

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212 588 8458  
Email: cludwig@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:	BERT 0509234
NAME OF SUBMITTER:	Christine Ludwig
Signature:	/Christine Ludwig/
Date:	10/13/2006

**Total Attachments: 4**

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source=20061014-0509234-BERT-change in legal entity documents#page4.tif

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BERTELSMANN MUSIC GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BERTELSMANN MUSIC GROUP, INC." TO "BERTELSMANN MUSIC GROUP LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 2:13 O'CLOCK P.M.



2090276 8100V

060657251

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4890996

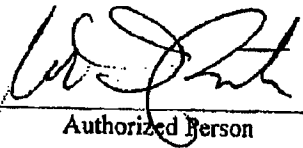
DATE: 07-11-06

TRADEMARK  
REEL: 003409 FRAME: 0122

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is DELAWARE
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE
- 3.) The date the corporation first formed is MAY 6, 1986
- 4.) The name of the Corporation immediately prior to filing this Certificate is  
BERTELSMANN MUSIC GROUP, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of  
Formation is BERTELSMANN MUSIC GROUP LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
30 day of JUNE, A.D. 2006

By:   
Authorized Person

Name: ROBERT SORRENTINO, Chairman  
Print or Type

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "BERTELSMANN MUSIC GROUP LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 2:13 O'CLOCK P.M.



2090276 8100V  
060657251

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4890996

DATE: 07-11-06

TRADEMARK  
REEL: 003409 FRAME: 0124

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:17 PM 06/30/2006  
FILED 02:13 PM 06/30/2006  
SRV 060632072 - 2090276 FILE

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

- First: The name of the limited liability company is BERTELSMANN MUSIC GROUP LLC
- Second: The address of its registered office in the State of Delaware is 2711 Centerville Road Suite 400 in the City of Wilmington, DE 19808. The name of its Registered agent at such address is Corporation Service Company
- Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is \_\_\_\_\_.")
- Fourth: (Insert any other matters the members determine to include herein.)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
30 day of JUNE, 20 06

By:   
Authorized Person(s)

Name: Robert Sorrentino  
Typed or Printed