

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: 6

Property Type	Number	Word Mark
Registration Number:	1590643	BENSON
Registration Number:	2050584	BENSON MUSIC GROUP
Registration Number:	1917766	BRENTWOOD KIDS COMPANY
Registration Number:	1936800	BRENTWOOD MUSIC
Registration Number:	2754765	BRENTWOOD RECORDS
Registration Number:	2230849	BRENTWOOD-BENSON MUSIC PUBLISHING

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: dsullivan@frosszelnick.com
 Correspondent Name: Lawrence Eli Apolzon
 Address Line 1: Fross Zelnick Lehrman & Zissu, P.C.
 Address Line 2: 866 United Nations Plaza

CH \$165.00 1590643

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:

BERT - 0509234

NAME OF SUBMITTER:

Lawrence Eli Apolzon

Signature:

/dms for lawrence apolzon/

Date:

10/23/2006

Total Attachments: 4

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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 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: 003413 FRAME: 0821

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

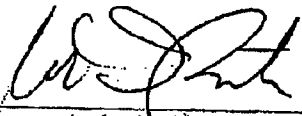
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE

- 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: 003413 FRAME: 0823

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