

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Merger with and into Theatre Direct NY, Inc.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Broadway.com, Inc.		12/29/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Theatre Direct NY, Inc.		
Street Address:	1650 Broadway		
Internal Address:	Suite 910		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78488271	BROADWAY CLASSROOM	
Serial Number:	78488477	TDI THEATRE DIRECT INT'L BROADWAY CLASSROOM	
CORRESPONDENCE DATA			
Fax Number:	(202)672-5399		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202.672.5300		
Email:	PTOMailWashington@foley.com		
Correspondent Name:	Foley & Lardner L.L.P.		
Address Line 1:	3000 K Street, N.W.		
Address Line 2:	Suite 500		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007-5143		
ATTORNEY DOCKET NUMBER:	062190-0102		
NAME OF SUBMITTER:	Norm J. Rich		

OP \$65.00 78488271

Signature:

/Norm J. Rich/

Date:

01/29/2007

Total Attachments: 2

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CERTIFICATE OF MERGER

of

BROADWAY.COM, INC.
(a Delaware corporation)

into

THEATRE DIRECT NY, INC.
(a Delaware corporation)

Pursuant to Section 251 of the Delaware General Corporation Law (the "Delaware Act"), BROADWAY.COM, INC., a Delaware corporation, and THEATRE DIRECT NY, INC., a Delaware corporation, hereby adopt this Certificate of Merger for the purpose of merging BROADWAY.COM, INC. with and into THEATRE DIRECT NY, INC., and hereby certify the following:

1. The constituent corporations participating in the merger are: BROADWAY.COM, INC., a Delaware corporation, and THEATRE DIRECT NY, INC., a Delaware corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with Section 251 of the Delaware Act.

3. The name of the SURVIVING CORPORATION of the merger herein certified is THEATRE DIRECT NY, INC. (the "Surviving Corporation").

4. Pursuant to Section 103 (d) of the Delaware Act, this Certificate of Merger and the merger herein certified shall become effective at and as of 12:00 midnight (Delaware time) on December 31, 2008 (the "Effective Time").

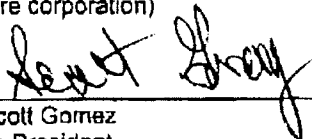
5. The Certificate of Incorporation of THEATRE DIRECT NY, INC. shall be the Certificate of Incorporation of the Surviving Corporation.

6. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the office of the aforesaid Surviving Corporation, at 1650 Broadway, Suite 910, New York, NY 10019. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

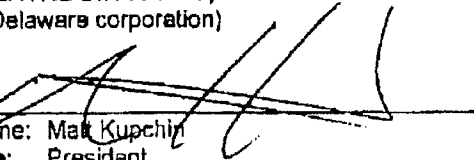
(signatures on following page)

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger of Broadway.com, Inc. into Theatre Direct NY, Inc. this 29 day of December, 2006.

BROADWAY.COM, INC.
(a Delaware corporation)

By: 
Name: Scott Gomez
Title: Vice President

THEATRE DIRECT NY, INC.
(a Delaware corporation)

By: 
Name: Matt Kupchin
Title: President