

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corporate Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BMG Music Publishing NA, Inc.		12/14/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	BMG Music Publishing NA LLC
<b>Street Address:</b>	245 Fifth Avenue
<b>Internal Address:</b>	8th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10001
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA

**PROPERTY NUMBERS Total: 28**

Property Type	Number	Word Mark
Registration Number:	2893514	ARE YOU LISTENING?
Registration Number:	2782132	AUDIO ACTION
Registration Number:	2663878	AUDIO ACTION
Registration Number:	2641688	CHRONIC TRAX
Registration Number:	2793490	CHRONIC TRAX
Registration Number:	1756495	EAR CANDY
Registration Number:	2736983	EXPLORER
Registration Number:	2466703	EXPLORER
Registration Number:	2108923	G GROOVETOWN
Registration Number:	2333182	GROOVETOWN
Registration Number:	1466219	KILLER MUSIC
Registration Number:	2878147	KILLER TRACKS
Registration Number:	1719075	LASER DROP

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Registration Number:	2855774	LASERDROP
Registration Number:	1716792	LASERDROP
Registration Number:	1267749	NETWORK
Registration Number:	2098885	NETWORK
Registration Number:	1296973	NETWORK
Registration Number:	2873945	NETWORK MUSIC
Registration Number:	2883894	NETWORK MUSIC
Registration Number:	3166447	NEW YORK BEATS
Serial Number:	78944601	NYB NEW YORK BEATS
Registration Number:	2816826	SHORT TRAX
Registration Number:	2301000	SHORT TRAX
Registration Number:	2810391	SLAM!
Registration Number:	2461678	THE MUSIC MAKES THE MOMENT
Registration Number:	3197480	ZERO TO SIXTY
Serial Number:	78944610	ZTS ZERO TO SIXTY

**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  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	BMGS - 0704465
NAME OF SUBMITTER:	Lawrence Eli Apolzon
Signature:	/diana sullivan/
Date:	05/31/2007

Total Attachments: 1  
source=Corporate conversion BMG Music Publishing (F0061119)#page1.tif



State of California Secretary of State

File # 200834810179  
ENDORSED - FILED  
in the office of the Secretary of State of the State of California  
DEC 14 2006

LIMITED LIABILITY COMPANY  
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

- 1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")  
BMG MUSIC PUBLISHING NA LLC
- 2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.
- 3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)  
 ONE MANAGER  MORE THAN ONE MANAGER  ALL LIMITED LIABILITY COMPANY MEMBER(S)
- 4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZIP CODE  
245 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10001
- 5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 6 and 8 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1506 and item 6 must be completed (leave item 8 blank).)  
Corporation Service Company Which Will Do Business In California As Cso-Lawyers Incorporating Service
- 6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA CITY STATE ZIP CODE  
CA

CONVERTING ENTITY INFORMATION

- 7. NAME OF CONVERTING ENTITY  
BMG MUSIC PUBLISHING NA, INC.
- 8. FORM OF ENTITY CORPORATION
- 9. JURISDICTION CALIFORNIA
- 10. CA SECRETARY OF STATE FILE NUMBER, IF ANY  
0810324
- 11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:  
STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS  
COMMON 1,000 100%

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT TO MY OWN KNOWLEDGE, BELIEVE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

*[Signature]* 12/11/2006  
SIGNATURE OF AUTHORIZED PERSON DATE  
ROBERT BORRENTINO, VICE PRESIDENT, TAKE  
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

*[Signature]* 12/11/2006  
SIGNATURE OF AUTHORIZED PERSON DATE  
JACQUELINE CHABBY, ASSISTANT SECRETARY  
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

