

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zomba Enterprises, Inc.		12/13/2006	CORPORATION: NEW YORK

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Registration Number:	2501770	ACCESSMUSIC
Registration Number:	2516821	ACCESSMUSIC
Registration Number:	2230849	BRENTWOOD-BENSON MUSIC PUBLISHING
Registration Number:	2976653	CREATIEWORSHIP.COM
Registration Number:	3014031	EVO
Registration Number:	1892399	FIRSTCOM
Serial Number:	78881133	FIRSTCOM
Registration Number:	2003184	FIRSTCOM MUSIC
Registration Number:	2639333	FIRSTCOM MUSIC LIBRARY
Registration Number:	2317818	FIRSTCOM MUSIC ONLINE
Registration Number:	1631826	FIRSTCOM...FIRST AGAIN
Registration Number:	2544284	GOTHAM

CH \$1015.00 2501770

Registration Number:	2535879	GOTHAM MUSIC LIBRARY
Serial Number:	78749610	GREATWORSHIPSONGS.COM
Registration Number:	2603657	HM HOLLYWOODMUSIC
Registration Number:	2589823	HOUSE OF PRAISE
Registration Number:	2283289	HYMNS FOR THE FAMILY OF GOD
Registration Number:	2301890	JUBILATION
Registration Number:	1721928	LIFT HIM UP
Registration Number:	2218836	LIQUIDTRAX
Registration Number:	2202988	LIQUIDTRAX
Registration Number:	1492644	MUSIC HOUSE
Registration Number:	1960255	MUSIQUICK
Serial Number:	78880763	MUSIQUICK
Registration Number:	2305400	NET FRIENDLY WWW.FIRSTCOM.COM
Registration Number:	2576913	ONEMUS1C
Registration Number:	2246464	ONEMUSIC LIQUIDTRAX
Registration Number:	1240944	PARAGON
Registration Number:	2342680	READY TO SING
Registration Number:	3014032	SCORE THIS
Serial Number:	77041320	SEE TRAILER TRACKS
Registration Number:	2301879	SILVERSPRING
Registration Number:	2301880	SILVERSPRING MUSIC GROUP
Serial Number:	78572675	SINGSPIRATION MUSIC
Registration Number:	3136103	SONGS FROM THE SANCTUARY
Registration Number:	3012827	VELOCITY
Registration Number:	3084361	VELOCITY
Registration Number:	2313135	WWW.FIRSTCOM.COM
Registration Number:	2786262	X-RAY MUSIC
Registration Number:	2756125	X-RAY MUSIC

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: ZOME - 0704466

NAME OF SUBMITTER: Lawrence Eli Apolzon

Signature: /diana sullivan/

Date: 05/31/2007

Total Attachments: 5

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N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: ZOMBA ENTERPRISES LLC

DOCUMENT TYPE: MERGER (DOM LLC)
PROCESS NAME

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

CONSTITUENT NAME: ZOMBA ENTERPRISES, INC.

FILED:12/13/2006 DURATION:***** CASH#:061213000856 FILM #:061213000794

ADDRESS FOR PROCESS

THE LLC
ATTN: GENERAL COUNSEL
NEW YORK, NY 10001

EFFECT DATE

12/13/2006
245 FIFTH AVENUE, 8TH FLOOR

REGISTERED AGENT

FILER	FEES		PAYMENTS	
	370.00		370.00	
	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	370.00
	HANDLING	300.00	OPAL	0.00
			REFUND	0.00

BERTELSMANN INC.
7TH FLOOR, 1745 BROADWAY
RANDOM HOUSE
NEW YORK, NY 10019-4305

658719JBA

DOB-1025 (11/89)

1061213000794

CSC 45

CERTIFICATE OF MERGER**OF****ZOMBA ENTERPRISES, INC.****INTO****ZOMBA MUSIC PUBLISHING LLC****Under Section 1003 of the Limited Liability Company Law**

It is hereby certified by the constituent entities named herein as follows:

FIRST: The name of the Disappearing Corporation to be merged is Zomba Enterprises, Inc. The name under which it was formed is Zomba Enterprises, Inc.

The name of the Surviving LLC is Zomba Music Publishing LLC.

SECOND: The Articles of Organization of the Disappearing Corporation were filed by the Department of State on July 7, 1977. The Articles of Organization of the Surviving LLC were filed by the Department of State on December 12, 2006.

THIRD: The Board of Directors and shareholders of the corporation named herein as the Disappearing Corporation and the requisite number of members of the limited liability company named herein as the Surviving LLC have approved and executed an Agreement and Plan of Merger setting forth the terms and conditions of merging the Disappearing Corporation into the Surviving LLC.

FOURTH: The name of the surviving or resulting limited liability company will be: Zomba Enterprises LLC.

FIFTH: The Effective Date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law and New York Limited Liability Company Law govern such effective date, shall be December 13, 2006.

SIXTH: The Articles of Organization of the Surviving LLC shall be in force and effect upon the Effective Date of the merger and shall continue to be the Articles of Organization of said Surviving LLC until amended and changed pursuant to the New York Limited Liability Company Law.

TRADEMARK

REEL: 003552 FRAME: 0487

SEVENTH: The Secretary of State of the State of New York is designated as agent of the Surviving LLC upon whom process against it may be served. The address within this state to which the Secretary of State shall mail a copy of any process against the Surviving LLC served upon him or her is:

Zomba Enterprises LLC
Attn: General Counsel
245 Fifth Avenue, 8th floor
New York, NY 10001

EIGHTH: The executed Agreement and Plan of Merger is on file at an office of the Surviving LLC. The address of such place of business of the Surviving LLC is Bertelsmann, Inc., 1745 Broadway, New York, NY 10019.

NINTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity that is to merge or consolidate.

Dated December 11, 2006

ZOMBA MUSIC PUBLISHING LLC

By:



Name: Robert Sorrentino
Title: Vice President, Taxes

ZOMBA ENTERPRISES, INC.

By:



Name: Robert Sorrentino
Title: Vice President, Taxes

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N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: ZOMBA MUSIC PUBLISHING LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45 *

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FILED:12/12/2006 DURATION:***** CASH#:061212000812 FILM #:061212000764

ADDRESS FOR PROCESS

EXIST DATE

ZOMBA ENTERPRISES LLC ATTN: GENERAL COUNSEL
245 FIFTH AVENUE, 8TH FLOOR
NEW YORK, NY 10001

12/12/2006

REGISTERED AGENT

FILER	FEE	AMOUNT	PAYMENT	AMOUNT
-----	-----	360.00	-----	360.00
J. SANJUAN, C/O BERTELSMANN, INC.	FILING	200.00	CASH	0.00
1745 BROADWAY, 7TH FLOOR	TAX	0.00	CHECK	0.00
NEW YORK, NY 10019	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	360.00
	HANDLING	150.00	OPAL	0.00
			REFUND	0.00

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658719JBA

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DOS-1025 (11/89)

CSC 45

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

061212000 764

(This form must be printed or typed in black ink)

ARTICLES OF ORGANIZATION
OF

ZOMBA MUSIC PUBLISHING LLC
(Insert name of Limited Liability Company)

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: ZOMBA MUSIC PUBLISHING LLC

SECOND: The county within this state in which the office of the limited liability company is to be located is: NEW YORK

THIRD: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

ZOMBA ENTERPRISES LLC

ATTN: GENERAL COUNSEL, 245 FIFTH AVENUE, 8TH FLOOR

NEW YORK, NY 10001



(signature of organizer)

ROBERT SORRENTINO
(print or type name of organizer)

DOG-1936 (Rev. 3/03)

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