

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/29/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BENSON MUSIC GROUP, INC.		02/23/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BENSON RECORDS, INC.
Street Address:	741 Cool Springs Blvd.
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2370937	DIADEM

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: anicolescu@fzlj.com
 Correspondent Name: LAWRENCE E. 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:	PROV 04/17673
NAME OF SUBMITTER:	Lawrence E. Apolzon
Signature:	/anca nicolescu/

CH \$40.00 2370937

Date:

09/21/2007

Total Attachments: 3

source=0417673 - merger to Benson Records, Inc. (F0107914)#page1.tif

source=0417673 - merger to Benson Records, Inc. (F0107914)#page2.tif

source=0417673 - merger to Benson Records, Inc. (F0107914)#page3.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BENSON MUSIC GROUP, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BENSON RECORDS, INC." UNDER THE NAME OF
"BENSON RECORDS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004, AT
6:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY
OF FEBRUARY, A.D. 2004.

2342983 8100M

071034771



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6014167

DATE: 09-20-07

TRADEMARK
REEL: 003626 FRAME: 0119

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BENSON MUSIC GROUP, INC.
(a Delaware corporation)

INTO

BENSON RECORDS, INC.
(a New York corporation)

Under Section 253 of the General Corporation Law

It is hereby certified that:

1. Benson Records, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of common stock of Benson Music Group, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Benson Records, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Benson Music Group, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on February 23, 2004 by the Board of Directors of the Corporation to merge the said Benson Music Group, Inc. into the Corporation:

RESOLVED, that, pursuant to the attached Plan of Merger, the Corporation merge into itself its subsidiary Benson Music Group, Inc. ("BMGI"), a Delaware corporation, and that all of the estate, property, rights, privileges, powers and franchises of BMGI be vested in and held and enjoyed by the Corporation fully and entirely and without change or diminution as the same were before held and enjoyed by BMGI in its name;

RESOLVED FURTHER, that the Corporation shall assume all of the liabilities and obligations of BMGI;

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Plan of Merger.

RESOLVED FURTHER, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BMGI, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Jacqueline Chasey, Esq.
c/o Bertelsmann, Inc.
1540 Broadway, 24th Floor
New York, NY 10036

RESOLVED FURTHER, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be February 29, 2004, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on February 23, 2004

BENSON RECORDS, INC

By: 

Robert J. Sorrentino, Vice President, Taxes