

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2001

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BERTELSMAN E-COMMERCE GROUP, INC.	FORMERLY BERTELSMAN E-COMMERCE ACQUISITION CORPORATION	10/31/2001	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	BEMUSIC, INC.
Street Address:	1560 Broadway
Internal Address:	24th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: PENNSYLVANIA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2543790	MYPLAY

**CORRESPONDENCE DATA**

Fax Number: (404)881-7777  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 404-881-7000  
 Email: andrea.bounds@alston.com  
 Correspondent Name: Laura Kees  
 Address Line 1: 1201 West Peachtree Street  
 Address Line 4: Atlanta, GEORGIA 30309-3424

ATTORNEY DOCKET NUMBER:	104037/223608
NAME OF SUBMITTER:	Laura Kees

OP \$40.00 2543790

Signature:

/Laura Kees/

Date:

10/01/2007

**Total Attachments: 5**

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**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
TO CORPORATE ACTION OF  
BERTELSMANN E-COMMERCE GROUP, INC.**

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In lieu of a special meeting of the Board of Directors of Bertelsmann e-Commerce Group, Inc., a Delaware corporation (the "Corporation"), the undersigned, being all of the members of the Board of Directors of the Corporation, pursuant to Sections 141(f) of the Delaware General Corporation Law, do hereby consent to the actions hereinafter set forth, and declare that said actions shall be and hereby are taken by the Board of Directors of the Corporation as of the date hereof.

**WHEREAS**, the Corporation and its wholly owned subsidiary, Bertelsmann e-Commerce Acquisition Corp., a Delaware corporation ("BECAG") desire to enter into that certain Asset Purchase Agreement with MyPlay, Inc., a Delaware corporation ("MyPlay") (the "Asset Purchase Agreement"), pursuant to which BECAG will acquire all or substantially all of the assets and assume certain obligations of MyPlay, all as set forth in the Asset Purchase Agreement;

**WHEREAS**, it is in the interest of the Corporation to enter into the Asset Purchase Agreement;

**NOW, THEREFORE, be it, and it hereby is**

**RESOLVED**, that the Corporation is hereby authorized to enter into the Asset Purchase Agreement as well as the other agreements described therein; and be it further

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute the Asset Purchase Agreement and the other agreements described therein including such changes therein as each of them, in his discretion, shall determine are necessary or desirable (such determination to be conclusively evidenced by the execution thereof); and be it further

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver any and all notices, instructions, applications, authorizations, orders, certificates, receipts, reports and all other documents, instruments and papers, and to take any and all such other actions, as they shall deem necessary or appropriate for the purpose of

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**TRADEMARK  
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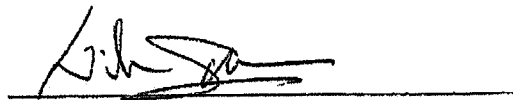
carrying out the intent of the foregoing resolutions; and that the authority of such officers to execute and deliver any such other documents or to take such other actions shall be conclusively evidenced by his execution and delivery thereof or by his taking thereof.

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent of the Board of Directors of Bertelsmann e-Commerce Group, Inc., which consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument, effective as of October 31, 2001.

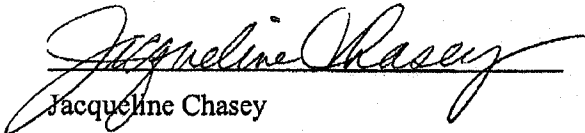
BOARD OF DIRECTORS



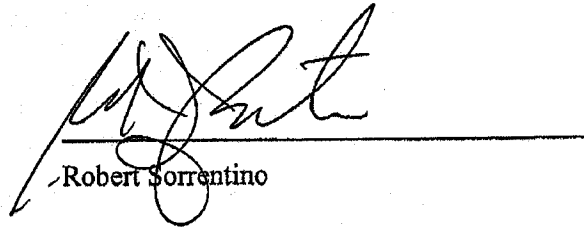
Andreas Schmidt



William Sorenson



Jacqueline Chasey



Robert Sorrentino

# Delaware

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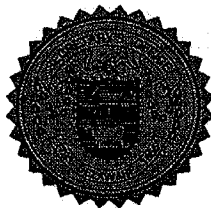
*The First State*

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 MERGER, WHICH MERGES:

"BERTELSMANN E-COMMERCE GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BEMUSIC, INC." UNDER THE NAME OF "BEMUSIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF SEPTEMBER, A.D. 2002, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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020560532

AUTHENTICATION: 1971624

DATE: 09-09-02

TRADEMARK  
REEL: 003631 FRAME: 0057

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is BeMusic, Inc. (formerly CDnow Online, Inc.), a Pennsylvania corporation, and Bortelsmann e-Commerce Group, Inc.

a Delaware corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is BeMusic, Inc. (formerly CDnow Online, Inc.), a PA corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on 12/31/2001 for accounting purposes.

**SIXTH:** The Agreement of Merger is on file at 1540 Broadway, 24th Floor New York, NY 10036, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHT:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at c/o Bortelsmann, Inc., 1540 Broadway, 24th Floor

New York, NY 10036

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 6 day of September, A.D., 2002.

By: Jacqueline Chasoy  
Authorized Officer

Name: Jacqueline Chasoy  
Print or Type

Title: Assistant Secretary