

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/03/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BMG COLUMBIA HOUSE, INC.		04/03/2007	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

Name:	BERTELSMANN DMI, INC.
Also Known As:	AKA BMG COLUMBIA HOUSE, INC.
Street Address:	1540 Broadway
Internal Address:	24th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

**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: 4**

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# 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 MERGER, WHICH MERGES:

"BMG COLUMBIA HOUSE, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "BERTELSMANN DMI, INC." UNDER THE NAME OF "BMG COLUMBIA HOUSE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2005, AT 4:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2005.



4065485 8100M

070160474

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5560227

DATE: 04-03-07

TRADEMARK

REEL: 003631 FRAME: 0153

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC 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 the surviving corporation is BERTELSMANN DMI, INC.  
\_\_\_\_\_, a Delaware corporation, and the name  
of the corporation being merged into this surviving corporation is  
BMG COLUMBIA HOUSE, INC., a PENNSYLVANIA  
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 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is BERTELSMANN DMI, INC.  
\_\_\_\_\_, a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, except that Article First will be amended as follows:

**FIRST:** The name of the corporation is: BMG COLUMBIA HOUSE, INC.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is  
1,000 SHARES AT \$0.01 PAR VALUE

**SIXTH:** The merger is to become effective on NOVEMBER 30, 2005

**SEVENTH:** The Agreement of Merger is on file at  
C/O BERTELSMANN, INC. 1540 BROADWAY, 24TH FL, NY, NY 10036, an office of  
the surviving corporation.

**EIGHTH:** 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.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 18 day of NOVEMBER, A.D.,  
2005

By: Jacqueline Chasey  
Authorized Officer

Name: JACQUELINE CHASEY  
Print or Type

Title: SECRETARY

2005064-490

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15 Pa.C.S.)

Entity Number  
2634057

Business Corporation (§ 1915)  
 Nonprofit Corporation (§ 5915)

Name  
Corporation Service Company

Document will be returned to the name and address you enter to the left.

Fee: \$70

Filed in the Department of State on JUN 21 2005  
*Pedro A. Santos*  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1 The name of the corporation is:  
BMG DIRECT, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):  
(a) Number and Street City State Zip County  
(b) Name of Commercial Registered Office Provider County  
c/o Corporation Service Company Dauphin

3. The statute by or under which it was incorporated: BUSINESS CORPORATION LAW OF 1933

4 The date of its incorporation: APRIL 25, 1995

5 Check, and if appropriate complete, one of the following:  
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.  
 The amendment shall be effective on: JULY 1, 2005 at 12:01AM  
Date Hour

2005 JUN 21 PM 12:33

PA. DEPT. OF STATE

2005061-491

DSCB:15-1915/5915-2

6 Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(e) or § 5914(b).

7 Check, and if appropriate, complete one of the following

- The amendment adopted by the corporation, set forth in full, is as follows

THE NAME OF THE CORPORATION IS "BMG COLUMBIA HOUSE, INC."

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

15 day of JUNE

2005

BMG DIRECT, INC.

Name of Corporation

*Jaqueline Phassey*  
Signature

ASSISTANT SECRETARY

Title