

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Telarc International Corporation		10/20/2007	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Concord Music Group, Inc.
Street Address:	100 North Crescent Drive, Ste. 275
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3276790	BREATHE
Registration Number:	3115850	HEADS UP
Registration Number:	1694087	JAZZ
Registration Number:	1584463	TELARC DIGITAL
Registration Number:	1583495	TELARC

CH \$140.00 3276790

CORRESPONDENCE DATA

Fax Number: (310)312-4224
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3103124000
 Email: ctappa@manatt.com
 Correspondent Name: Jill M. Pietrini, Esq.
 Address Line 1: 11355 W. Olympic Boulevard
 Address Line 2: Manatt, Phelps & Phillips, LLP
 Address Line 4: Los Angeles, CALIFORNIA 90064

ATTORNEY DOCKET NUMBER:	26151-041
NAME OF SUBMITTER:	Jill M. Pietrini, Esq.
Signature:	//jimp//
Date:	02/07/2008

Total Attachments: 10
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source=ConcordMergerOhio#page9.tif
source=ConcordMergerOhio#page10.tif

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/27/2007	200736100612	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

UNISEARCH, INC.
PMB 232
2545 HILLIARD-ROME ROAD
HILLIARD, OH 43026

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

667982

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TELARC INTERNATIONAL CORPORATION

and, that said business records show the filing and recording of:

Document(s):
MERGED OUT OF EXISTENCE

Document No(s):
200736100612



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 31st day of December, A.D.
2007.

Handwritten signature of Jennifer Brunner in cursive.

Ohio Secretary of State

200736100612

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/27/2007	200736100612	MERGER/LICENSING FOREIGN CORP/FOR PROFIT (MUL)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

UNISEARCH, INC.
PMB 232
2545 HILLIARD-ROME ROAD
HILLIARD, OH 43026

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1747579

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CONCORD MUSIC GROUP, INC.

and, that said business records show the filing and recording of:

Document(s):

MERGER/LICENSING FOREIGN CORP/FOR PROFIT

Authorization to transact business in Ohio is hereby given, until surrender, expiration or
cancellation of this license.

Document No(s):

200736100612



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 31st day of December, A.D.
2007.

Handwritten signature of Jennifer Brunner in cursive.

Ohio Secretary of State

**TRADEMARK
REEL: 003714 FRAME: 0678**



Prescribed **by:**

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Nonprofit)
Filing Fee \$125.00
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Concord Music Group, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number _____
- Domestic (Ohio) Nonprofit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of Delaware and **NOT** licensed to transact business in the state of Ohio,
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and **NOT** registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

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 SECRETARY OF STATE
 2007 DEC 26 PM 1:15
 CLIENT SERVICE CENTER

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

~~(Please list the Ohio charter, license/registration no. below)~~

Name / charter, license or registration number	State/Country of Organization	Type of Entity
Telarc International Corporation 667982	Ohio	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Concord Music Group, Inc.</u>	<u>100 North Crescent Drive, Suite 275</u>
<small>(name)</small>	<small>(street) NOTE: P.O. Box Addresses are NOT acceptable.</small>
<u>Beverly Hills</u>	<u>California 90210</u>
<small>(city, village or township)</small>	<small>(state) (zip code)</small>

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: 12/31/2007 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

National Corporate Research, Ltd. 4568 Mayfield Road, Suite 213
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.

Cleveland, Ohio 44121
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

National Corporate Research, Ltd. 4568 Mayfield Road, Suite 213
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.

Cleveland, Ohio 44121
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

100 North Crescent Drive, Suite 275

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

Beverly Hills

(city, township, or village)

Los Angeles

(county)

California

(state)

90210

(zip code)

(d.) The principal office location in the state of Ohio shall be:

23307 Commerce Park Road

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

Beachwood

(city, township, or village)

Cuyahoga

(county)

Ohio

(state)

44122

(zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

Music/record sales and distribution

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____

under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

(d.) The limited partnership's principal office address is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township)

_____, Ohio

(zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township)

_____, Ohio

(zip code)

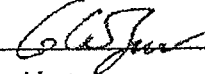
(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Concord Music Group, Inc.

(Exact name of entity)

By: 

Its: President

Date: December 20, 2007

(Exact name of entity)

By: _____

Its: _____

Date: _____

Telarc International Corporation

(Exact name of entity)

By: _____

Its: President

Date: December , 2007

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Concord Music Group, Inc.

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: President

Its: _____

Date: December 20, 2007

Date: _____

Telarc International Corporation

(Exact name of entity)

(Exact name of entity)

By: 

By: _____

Its: President

Its: _____

Date: December 20, 2007

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

(Exact name of entity)

(Exact name of entity)

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____