

**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		12/20/2007	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

**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.  
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 Address Line 2: Manatt, Phelps & Phillips, LLP  
 Address Line 4: Los Angeles, CALIFORNIA 90064

**CH \$140.00 3276790**

ATTORNEY DOCKET NUMBER:	26151-041
NAME OF SUBMITTER:	Jill M. Pietrini, Esq.
Signature:	//jmp//
Date:	02/07/2008
Total Attachments: 4 source=ConcordMergerDelaware#page1.tif source=ConcordMergerDelaware#page2.tif source=ConcordMergerDelaware#page3.tif source=ConcordMergerDelaware#page4.tif	

# 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 OWNERSHIP, WHICH MERGES:

"TELARC INTERNATIONAL CORPORATION", AN OHIO CORPORATION, WITH AND INTO "CONCORD MUSIC GROUP, INC." UNDER THE NAME OF "CONCORD MUSIC GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2007, AT 1:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6263695

DATE: 12-26-07

TRADEMARK  
REEL: 003714 FRAME: 0722

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP

SUBSIDIARY INTO PARENT  
Section 253

CERTIFICATE OF OWNERSHIP  
MERGING  
TELARC INTERNATIONAL CORPORATION  
INTO  
CONCORD MUSIC GROUP, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware) Concord Music Group, Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation owns 100% of the capital stock of Telarc International Corporation, a corporation organized and existing under the laws of Ohio.

**SECOND:** That the Corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent pursuant to Section 141(f) of the Delaware General Corporation Law, dated December 20, 2007, determined to and did merge Telarc International Corporation into itself, which resolution is in the following words to wit:

**WHEREAS,** the Corporation lawfully owns 100% of the outstanding stock of Telarc International Corporation, a corporation organized and existing under the laws of Ohio.

**WHEREAS,** the Corporation desires to merge Telarc International Corporation into itself, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

**WHEREAS,** the Board deems it advisable and in the best interest of the Company to enter into an Agreement and Plan of Merger, dated as of December 31, 2007 (the "Telarc Merger Agreement") by and among the Company and Concord Music Group, Inc. ("Concord"), a copy of which is attached hereto as Exhibit A.

**WHEREAS,** for federal income tax purposes, it is intended that the merger will qualify as a tax-free subsidiary liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE, BE IT RESOLVED,** that the Corporation merge Telarc International Corporation into itself and assumes all of its liabilities and obligations.

**RESOLVED FURTHER**, that the merger shall become effective at 11:59 p.m. on December 31, 2007 (the "Effective Date").

**RESOLVED FURTHER**, that the terms and condition of the merger are as follows:

Upon the Effective Date, each share of the Corporation's stock issued and outstanding immediately prior to the Effective Time shall remain outstanding as one share of common stock of the Corporation, and each share of Telarc International Corporation stock issued and outstanding immediately prior to the Effective Time shall be automatically cancelled and cease to be an issued and outstanding share of Telarc International Corporation

**RESOLVED FURTHER**, that the appropriate officers of the Corporation are each and separately authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolution of merger adopted by the Board of Directors, and the date of the adoption thereof, and to file the Certificate of Ownership and Merger in the office of the Secretary of State of Delaware to be effective as of the Effective Date and to do all acts and things which may be necessary or proper to effect said merger.

**RESOLVED FURTHER**, that the Company is authorized, directed and empowered to enter into the Telarc Merger Agreement and to perform its obligations thereunder.

**RESOLVED FURTHER**, that any duly elected officer of the Company (each an "Authorized Person") be, and each of them hereby is, authorized, directed and empowered in the name and on behalf of the Company, to enter into, execute, deliver and perform, the Telarc Merger Agreement and any amendments or modifications thereto, and all documents, certificates or instruments to be executed and delivered in connection therewith (or as may otherwise be deemed necessary or appropriate in the discretion of any such Authorized Person), each of such documents, certificates and instruments with such changes, modifications and amendments thereto as any Authorized Person acting individually shall deem necessary or appropriate, the approval of which shall be conclusively established by the execution and delivery thereof.

**RESOLVED FURTHER**, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President, this 20th day of December, 2007.

**CONCORD MUSIC GROUP, INC.**

By: /s/ Glen Barros  
Glen Barros, President