

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CONVERSION FROM A CORPORATION TO A LIMITED LIABILITY COMPANY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CAPITOL RECORDS, INC.		04/01/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	CAPITOL RECORDS, LLC
<b>Street Address:</b>	150 5th Avenue, 11th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10011
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 53**

Property Type	Number	Word Mark
Registration Number:	2018196	ALADDIN RECORDS
Registration Number:	2034589	B
Registration Number:	2371000	BLUE NOTE
Registration Number:	0673876	BLUE NOTE
Registration Number:	1928363	BLUE NOTE
Serial Number:	77244224	BLUE NOTE
Registration Number:	2622534	BLUE NOTE THE FINEST IN JAZZ SINCE 1939
Registration Number:	1972271	BLUE NOTE THE FINEST IN JAZZ SINCE 1939
Registration Number:	1663998	CAPITOL
Registration Number:	2463750	CAPITOL
Registration Number:	0665000	CAPITOL
Registration Number:	0971850	CAPITOL
Registration Number:	1244815	CAPITOL
Registration Number:	2880302	CAPITOL

CH \$1340.00 2018196

Registration Number:	0621325	CAPITOL
Registration Number:	1244814	CAPITOL
Registration Number:	1222472	CAPITOL
Registration Number:	1981100	CAPITOL
Registration Number:	1862994	CAPITOL RECORDS
Registration Number:	1892673	CAPITOL RECORDS
Registration Number:	2657396	CRESCENT CITY SOUL
Registration Number:	2573698	ELECTRO LOUNGE
Registration Number:	3006385	GOT HITS!
Registration Number:	2065736	GUARDIAN
Registration Number:	2201731	HOLLYWOOD AND VINE
Registration Number:	2588213	IMPERIAL
Registration Number:	0960912	LEGENDARY MASTERS
Registration Number:	1345827	LIBERTY
Registration Number:	1774104	LIBERTY
Registration Number:	0756440	LIBERTY
Registration Number:	1367440	MAN HAT TAN
Registration Number:	2668784	MANHATTAN RECORDS
Registration Number:	1981607	MB METRO BLUE
Registration Number:	0838803	PACIFIC JAZZ
Registration Number:	2707294	PARA SEMPRE
Registration Number:	1717593	SBK RECORDS
Registration Number:	1895995	SHELTER
Registration Number:	1024563	SILVER SPOTLIGHT
Registration Number:	2036927	SILVER SPOTLIGHT RECORDS
Registration Number:	2582219	SOLO LO MEJOR 20 EXITOS
Registration Number:	0828235	SPACE-VISION
Registration Number:	2617400	THE GIRLS ROOM
Registration Number:	1833190	THE RIGHT STUFF
Serial Number:	77143586	THE ROAD TO NASHVILLE
Serial Number:	77173219	THE ROAD TO NASHVILLE
Serial Number:	77200408	THIS IS WHY I'M HOT
Registration Number:	3424098	U+ELEMENT
Registration Number:	2159509	ULTRA-LOUNGE
Registration Number:	2106918	ULTRA-LOUNGE

Registration Number:	2800764	ULTRA-LOUNGE
Registration Number:	2267047	
Registration Number:	1919475	WORLD PACIFIC
Registration Number:	1061172	XDR

**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@fzlz.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:	CPO 07/00895
NAME OF SUBMITTER:	Lawrence E. Apolzon
Signature:	/anca nicolescu/
Date:	06/18/2008

**Total Attachments: 5**

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CAPITOL RECORDS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CAPITOL RECORDS, INC." TO "CAPITOL RECORDS, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2008, AT 11:46 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF APRIL, A.D. 2008, AT 12:29 O'CLOCK A.M.



0391029 8100V

080373789

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: 6487696

DATE: 03-31-08

TRADEMARK  
REEL: 003798 FRAME: 0297

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY  
OF  
CAPITOL RECORDS, INC.**

*Pursuant to Section 18-214 of the Delaware Limited Liability Company Act and  
Section 266 of Delaware General Corporation Law*

This Certificate of Conversion to Limited Liability Company, dated March 28, 2008, has been duly executed and is being filed by Capitol Records, Inc., a Delaware corporation (the "Company"), to convert the Company to a limited liability company, under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.) and the Delaware General Corporation Law (8 Del.C. § 101, et seq.) (the "DGCL").

1. The Company's name when it was originally incorporated was Capitol Records Distributing Co. Inc. of Georgia.

2. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Capitol Records, Inc.

3. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on September 21, 1944 in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

4. The name of the LLC into which the Company shall be converted as set forth in its Certificate of Formation is Capitol Records, LLC.

5. The conversion of the Company to the LLC has been approved in accordance with the provision of Section 266 of the DGCL and Section 18-214 of the Delaware LLC Act.

6. The conversion of the Company to the LLC shall be effective at 12:29 AM, EDT (Eastern Daylight Time) on April 1, 2008.

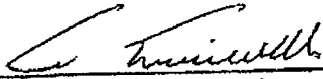
7. The conversion of the Company shall qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:46 AM 03/31/2008  
FILED 11:46 AM 03/31/2008  
SRV 080373789 - 0391029 FILE*

**TRADEMARK  
REEL: 003798 FRAME: 0298**

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first written above.

CAPITOL RECORDS, INC.

By:   
Name: Colin Finkelstein  
Title: Authorized Signatory

{Signature Page to Certificate of Conversion (Capitol Records, LLC)}

TRADEMARK  
REEL: 003798 FRAME: 0299

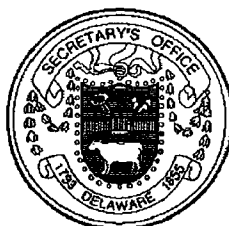
# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "CAPITOL RECORDS, LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2008, AT 11:46 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF APRIL, A.D. 2008, AT 12:29 O'CLOCK A.M.



0391029 8100V

080373789

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: 6487696

DATE: 03-31-08

TRADEMARK  
REEL: 003798 FRAME: 0300

STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE OF FORMATION

This Certificate of Formation of Capitol Records, LLC (the "LLC") is being duly executed by Colin Finkelstein, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

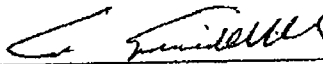
**FIRST:** The name of the limited liability company formed hereby is Capitol Records, LLC.

**SECOND:** The address of the registered office of the LLC in the State of Delaware and the address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400 Wilmington, DE 19808, and the name of its registered agent at such address is Corporation Service Company.

**THIRD:** This Certificate of Formation shall be effective at 12:29 AM, EDT (Eastern Daylight Time), on April 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 28<sup>th</sup> day of March, 2008.

By:

  
Colin Finkelstein  
Authorized Signatory