

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	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			
Name:	CAPITOL RECORDS, LLC		
Street Address:	150 5th Avenue, 11th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10011		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76591940	BLUE NOTE	
CORRESPONDENCE DATA			
Fax Number:	(212)813-5901		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-813-5900		
Email:	anicolescu@fzlj.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 0700895		
NAME OF SUBMITTER:	Lawrence E. Apolzon		
Signature:	/anca nicolescu/		

CH \$40.00 76591940

Date:

02/04/2009

Total Attachments: 5

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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 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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6487696

DATE: 03-31-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 003930 FRAME: 0101

**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.

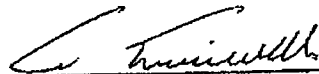
7. The conversion of the Company shall qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

*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: 003930 FRAME: 0102**

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: 003930 FRAME: 0103

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 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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6487696

DATE: 03-31-08

TRADEMARK
REEL: 003930 FRAME: 0104

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 28th day of March, 2008.

By:


Colin Finkelstein
Authorized Signatory

[Signature Page to Certificate of Formation (Capitol Records, LLC)]