

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Direct Group North America, Inc.		09/13/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bertelsmann Direct North America, 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:	2234018	CDNOW	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-881-7000		
Email:	betsy.perkins@alston.com		
Correspondent Name:	Laura Kees		
Address Line 1:	1201 West Peachtree Street		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	104037/237871		
NAME OF SUBMITTER:	Laura Kees		
Signature:	/Laura Kees/		
Date:	02/09/2009		

OP \$40.00 2234018

Total Attachments: 3

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**DIRECT GROUP NORTH AMERICA, INC. NAME
CHANGE TO BERTELSMANN DIRECT NORTH
AMERICA, INC.**

Delaware

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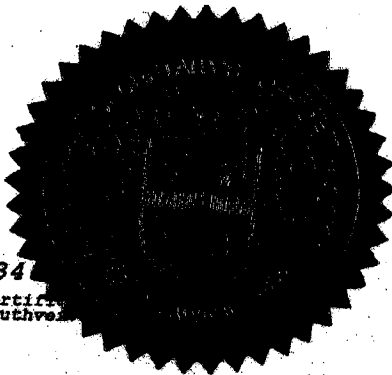
The First State

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 AMENDMENT OF "DIRECT GROUP NORTH AMERICA, INC.", CHANGING ITS NAME FROM "DIRECT GROUP NORTH AMERICA, INC." TO "BERTELSMANN DIRECT NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2007, AT 5:25 O'CLOCK P.M.

4065485

071266334

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6195187

DATE: 11-29-07

TRADEMARK

REEL: 003932 FRAME: 0162

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of _____
DIRECT GROUP NORTH AMERICA, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " FIRST " so that, as amended, said Article shall be and read as follows:

"The name of the corporation is BERTELSMANN DIRECT NORTH AMERICA, INC."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 13TH day of SEPTEMBER, 20 07.

By: Jacqueline Chasey
Authorized Officer
Title: ASSISTANT SECRETARY

Name: JACQUELINE CHASEY
Print or Type

TRADEMARK