

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/18/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BMG Columbia House, Inc.		11/18/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bertelsmann DMI, Inc.
Doing Business As:	DBA BMG Columbia House, Inc.
Street Address:	1540 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2234018	CDNOW

CORRESPONDENCE DATA

Fax Number: (404)881-7777
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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/

OP \$40.00 2234018

Date:

02/09/2009

Total Attachments: 3

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**BMG COLUMBIA HOUSE, INC. MERGER INTO
BERTELSMANN DMI, INC. UNDER THE NAME OF
BMG COLUMBIA HOUSE, INC.**

TRADEMARK

REEL: 003932 FRAME: 0460

Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"BMG COLUMBIA HOUSE, INC.", A PENNSYLVANIA CORPORATION,
WITH AND INTO "BERTELSMANN DMI, INC." UNDER THE NAME OF "BMG COLUMBIA HOUSE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2005, AT 4:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2005.

4065485

071266362

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6195215

DATE: 11-29-07

TRADEMARK

REEL: 003932 FRAME: 0461

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:58 PM 11/22/2005
FILED 04:58 PM 11/22/2005
SRV 050953709 - 4065485 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is BERTELSMANN DMI, INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is BMG COLUMBIA HOUSE, INC., a PENNSYLVANIA corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is BERTELSMANN DMI, INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, except that Article First will be amended as follows:

FIRST: The name of the corporation is: BMG COLUMBIA HOUSE, INC.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1,000 SHARES AT \$0.01 PAR VALUE

SIXTH: The merger is to become effective on NOVEMBER 30, 2005

SEVENTH: The Agreement of Merger is on file at C/O BERTELSMANN, INC. 1540 BROADWAY, 24TH FL, NY, NY 10036, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 18 day of NOVEMBER, A.D., 2005

By: Jacqueline Chasey
Authorized Officer

Name: JACQUELINE CHASEY
Print or Type

Title: SECRETARY

TRADEMARK