

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/28/2008		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GENZ BENZ ENCLOSURES, INC.		12/28/2008	CORPORATION: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	KMC MUSIC, INC.		
<b>Street Address:</b>	55 GRIFFIN ROAD SOUTH		
<b>City:</b>	BLOOMFIELD		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06002-9005		
<b>Entity Type:</b>	CORPORATION: CONNECTICUT		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2908623	SHENANDOAH	
Registration Number:	2905116	TUBE WORKS	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(860)509-8875		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	860-380-3655		
Email:	CARL.SCHIESSL@KCMUSIC.COM		
Correspondent Name:	CARL J. SCHIESSL		
Address Line 1:	55 GRIFFIN ROAD SOUTH		
Address Line 4:	BLOOMFIELD, CONNECTICUT 06002-9005		
NAME OF SUBMITTER:	CARL J. SCHIESSL		
Signature:	/CARL J. SCHIESSL/		
Date:	11/25/2009		

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**TRADEMARK**  
**REEL: 004104 FRAME: 0079**

**Total Attachments: 4**

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**CERTIFICATE OF MERGER  
OF**

**GENZ BENZ ENCLOSURES, INC.,  
an Arizona corporation**

**MUSICORP, LLC,  
a Delaware limited liability company**

**WITH AND INTO**

**KMC MUSIC, INC.,  
a Connecticut corporation  
(the Surviving Corporation)**

1. The name of the parent corporation is **KMC MUSIC, INC.**, a corporation organized and existing under the laws of the State of Connecticut ("Parent"), **GENZ BENZ ENCLOSURES, INC.**, a corporation organized and existing under the laws of the State of Arizona and a wholly-owned subsidiary of Parent ("Genz"), and **MUSICORP, LLC**, a limited liability company organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Parent ("Musicorp" and, together with Genz, the "Merging Companies").
2. The name of the surviving corporation in the merger is **KMC Music, Inc.**, a corporation organized and existing under the laws of the State of Connecticut (the "Surviving Corporation").
3. The merger is to be effective at 11:59 PM Eastern Standard Time on December 28, 2008.
4. The Agreement and Plan of Merger was approved by resolution adopted by the sole shareholder and board of directors of Parent, the sole shareholder and board of directors of Genz, and of the sole member and board of managers of Musicorp by the vote required by their respective applicable law.
5. The Agreement and Plan of Merger was duly approved as follows:
  - a. KMC Music, Inc. Approval of the sole shareholder of KMC Music, Inc. which is a party to the merger was required and was duly approved by in the manner required by Sections 33-600 to 33-998, inclusive, of the Connecticut Business Corporation Act, and the certificate of incorporation. The designation of voting groups in the corporation which is a party to the merger entitled to vote separately on the merger, the number of votes in the corporation, the number of votes represented at the meeting at which the merger was adopted and the votes cast for and against the merger were as follows:

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There is only one voting group eligible to vote on the approval of the merger.

The voting group consisting of one thousand (1,000) outstanding shares of common stock is entitled to one thousand (1,000) votes. There were one thousand (1,000) votes present at the meeting. The voting group cast one thousand (1,000) votes for and zero (0) votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

b. Genz Benz Enclosures, Inc. Approval of the sole shareholder of Genz Benz Enclosures, Inc. which is a party to the merger was required. The designation of voting groups in the corporation which is a party to the merger entitled to vote separately on the merger, the number of votes in the corporation, the number of votes represented at the meeting at which the merger was adopted and the votes cast for and against the merger were as follows:

There is only one voting group eligible to vote on the approval of the merger.

The voting group consisting of one hundred (100) outstanding shares of common stock is entitled to one hundred (100) votes. There were one hundred (100) votes present at the meeting. The voting group cast one hundred (100) votes for and zero (0) votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

c. Musicorp, LLC. The Agreement and Plan of Merger was approved by the sole Member of Musicorp.

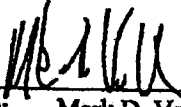
6. No amendment is made to the charter of the Surviving Corporation as part of the merger.
7. The Agreement and Plan of Merger and the performance of its terms have been duly authorized by all action required by the laws of the State of Arizona under which GENZ BENZ ENCLOSURES, INC. is organized, and by its Articles of Incorporation, and the Agreement and Plan of Merger and the performance of its terms have been duly authorized by all action required by the laws of the State of Delaware under which MUSICORP, LLC is organized, and by its Certificate of Formation.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE.]

Dated: December 22, 2008.


**SURVIVING CORPORATION and PARENT:**

KMC MUSIC, INC., a Connecticut corporation


By:   
Name: Mark D. Van Vleet  
Title: Vice President and Secretary

**MERGING COMPANIES:**

GENZ BENZ ENCLOSURES, INC., an Arizona corporation

By:   
Name: Mark D. Van Vleet  
Title: Vice President and Secretary

MUSICORP, LLC, a Delaware limited liability company

By:   
Name: Mark D. Van Vleet  
Title: Vice President and Secretary

113

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 24 day of December A.D. 2002

Susan Biquewicz  
SECRETARY OF THE STATE