

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/29/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Reunion Records, Inc.		02/29/2004	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

Name:	Brentwood Music, Inc.
Street Address:	741 Cool Springs Blvd.
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: TENNESSEE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1577371	REUNION
Registration Number:	2421259	REUNION RECORDS
Registration Number:	2710745	REUNION RECORDS

**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: dsullivan@frosszelnick.com  
 Correspondent Name: Lawrence Eli 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

NAME OF SUBMITTER:	Lawrence E. Apolzon
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**CH \$90.00 1577371**

Signature:

/lawrence apolzon/

Date:

04/29/2005

**Total Attachments: 3**

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Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 02/25/04  
REQUEST NUMBER: 5047-0953  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 02/24/04 1337  
EFFECTIVE DATE/TIME: 02/29/04 1630  
CONTROL NUMBER: 0088307

TO:  
CSC  
830 BEAR TAVERN ROAD  
SUITE 305  
WEST TRENTON, NJ 08628

RE:  
BRENTWOOD MUSIC, INC.  
ARTICLES OF MERGER

BK/PG: 3154/316-318

04007954

LIMITED LIABILITY CO	
02/26/2004 09:43 AM	
BATCH	13888
MTG TAX	0.00
TRN TAX	0.00
REC FEE	5.00
DP FEE	2.00
REG FEE	0.00
TOTAL	7.00

STATE of TENNESSEE, WILLIAMSON COUNTY

SADIE WADE  
REGISTER OF DEEDS

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 02/25/04

FROM:  
CSC (830 BEAR TAVERN RD)  
830 BEAR TAVERN RD  
SUITE 305  
WEST TRENTON, NJ 08628-0000

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003434124  
ACCOUNT NUMBER: 00258349

*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

REEL: 003087 FRAME: 0500



FILED

STATE OF TENNESSEE  
2004 FEB 24 PM 1:37  
KIM E. GIBSON, CLERK  
SECRETARY OF STATE

1310-417 101216.8

90

ARTICLES OF MERGER  
OF  
REUNION RECORDS, INC.  
AND  
BRENTWOOD MUSIC, INC.

To the Secretary of State  
State of Tennessee

Pursuant to the provisions of the Tennessee Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to provisions of the Tennessee Business Corporation Act, is **Reunion Records, Inc.**
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to the provisions of the Tennessee Business Corporation Act, is **Brentwood Music, Inc.**
3. The number of outstanding shares of **Reunion Records, Inc.** is 100 shares, all of which are of one class, and all of which are owned by **Brentwood Music, Inc.**
4. The following is the Plan of Merger for merging **Reunion Records, Inc.** into **Brentwood Music, Inc.** as approved by resolution of the Board of Directors of **Brentwood Music, Inc.**:

"1. **Brentwood Music, Inc.**, which is a business corporation of the State of Tennessee and is the parent corporation and the owner of all of the outstanding shares of **Reunion Records, Inc.** which is a business corporation of the State of Tennessee and the subsidiary corporation, hereby merges **Reunion Records, Inc.** into **Brentwood Music, Inc.** pursuant to the provisions of the Tennessee Business Corporation Act.

"2. The separate existence of **Reunion Records, Inc.** shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and **Brentwood Music, Inc.** shall continue its existence as the surviving corporation pursuant to the provisions of the Tennessee Business Corporation Act.

"3. The issued shares of **Reunion Records, Inc.** shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, inasmuch as **Brentwood Music, Inc.** is the owner of all outstanding shares of **Reunion Records, Inc.**, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

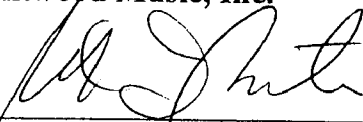
"4. The Board of Directors and the proper officers of **Brentwood Music, Inc.** and of **Reunion Records, Inc.**, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. **Brentwood Music, Inc.** is the owner of all of the issued shares of **Reunion Records, Inc.**, and **Brentwood Music, Inc.** waived the mailing of a copy of the Plan of Merger.


6. The effective time and date of the merger herein provided for shall be February 29, 2004.

Executed on February 29, 2004.

**Brentwood Music, Inc.**

By:   
Robert J. Sorrentino  
Vice President, Taxes

**Reunion Records, Inc.**

By:   
Robert J. Sorrentino  
Vice President, Taxes