

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/30/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Brentwood Music, Inc.		07/30/2004	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

Name:	Benson Records, Inc.
Street Address:	741 Cool Springs Blvd.
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2518527	ESSENTIAL
Registration Number:	2806094	ESSENTIAL
Registration Number:	2822014	ESSENTIAL RECORDS
Registration Number:	2394827	FFH
Serial Number:	78337676	PROVIDENT LABEL GROUP
Registration Number:	1577371	REUNION
Registration Number:	2421259	REUNION RECORDS
Registration Number:	2710745	REUNION RECORDS
Registration Number:	1917765	SMOKY MOUNTAIN MUSIC
Registration Number:	2219614	PROVIDENT DISTRIBUTION, INC.

**CORRESPONDENCE DATA**

Fax Number: (212)813-5901

**CH \$265.00 2518527**

*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
Signature:	/lawrence apolzon/
Date:	04/29/2005

**Total Attachments: 3**  
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FILING RECEIPT

ENTITY NAME: BENSON RECORDS, INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: BRENTWOOD MUSIC, INC.

FILED:08/02/2004 DURATION:\*\*\*\*\* CASH#:040802000804 FILM #:040802000781

ADDRESS FOR PROCESS

EFFECT DATE

08/02/2004

REGISTERED AGENT



FILER	FEES		PAYMENTS	
-----	-----	245.00	-----	245.00
BERTELSMANN INC.	FILING	60.00	CASH	0.00
24TH FLOOR	TAX	0.00	CHECK	0.00
1540 BROADWAY	CERT	0.00	CHARGE	0.00
NEW YORK, NY 10036-4098	COPIES	10.00	DRAWDOWN	245.00
	HANDLING	175.00	BILLED	0.00
			REFUND	0.00

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TRADEMARK (11/89)

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CSC 45  
DRAWN DOWN

Certificate of Merger

of

Brentwood Music, Inc.,  
a Tennessee Corporation

into

Benson Records, Inc.,  
a New York Corporation

Under Section 905 of the Business Corporation Law

FIRST: The name of each corporation to be merged is:

Name	Jurisdiction of Incorporation	Name Formed Under
Brentwood Music, Inc.	Tennessee	Brentwood Music, Inc.
Benson Records, Inc.	New York	Music Entertainment Group, Inc.

Benson Records, Inc. is the wholly owned subsidiary of Brentwood Music, Inc.

The name of the surviving corporation shall be **Benson Records, Inc.**

SECOND: Each constituent corporation has only one class of shares. The designation and number of outstanding shares of each corporation to be merged are:

Corporation	Designation and Number of Outstanding Shares	Number of Outstanding Shares Owned by the Surviving Corporation
Brentwood Music, Inc.	1,000,000 shares of common stock issued and outstanding	0
Benson Records, Inc.	10 shares of common stock issued and outstanding	0

The numbers set forth in this paragraph SECOND are not subject to change prior to the effective date of the merger.

THIRD: The shares of the surviving corporation, Benson Records, Inc., shall be issued pro rata to the shareholders of the parent corporation, Brentwood Music, Inc., on surrender of any certificates therefor.

FOURTH: There shall be no amendments or changes to the Certificate of Incorporation of the surviving corporation effected by the merger herein certified.

FIFTH: The effective date of the merger herein certified shall be upon filing.

SIXTH: Brentwood Music, Inc., a Tennessee corporation, filed its initial certificate of incorporation with the Department of State of the State of Tennessee on December 17, 1979. No Application for Authority to Do Business in the State of New York has been filed by Brentwood Music, Inc. with the Department of State of the State of New York.

SEVENTH: Benson Records, Inc., a New York corporation, filed its initial certificate of incorporation with the Department of State of the State of New York on August 12, 1992.

EIGHTH: An Agreement and Plan of Merger dated as of July 1, 2004 between Brentwood Music, Inc. and Benson Records, Inc. was adopted by the Board of Directors of Brentwood Music, Inc.

NINTH: The merger herein certified has been approved by the shareholders of Brentwood Music, Inc. in accordance with Section 903(a) of the New York Business Corporation Law.

Signed on July 30, 2004

**Benson Records, Inc.**

/s/ Wade Leak

Wade Leak, Secretary

