

MRD
1-10-00

RECORDATION FORM COVER
TRADEMARKS (

02-04-2000



Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record

101257895

1. Name of conveying party(ies):

2. Name and address of receiving party(ies):

MCA Records

Name: UMG Recordings, Inc.

RECEIVED
2000 JAN 10 PM 1:59

Internal Address: _____

OPR/FINANCE

Street Address: 70 Universal City Plaza

- Individual(s)
- General Partnership
- Corporation-State
- Other California

- Association
- Limited Partnership

City: Universal City State: CA. ZIP: 91608

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Execution Date: 11/30/99

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Attached

See Attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved: 33

Name: Anne B. Nielsen

Internal Address: _____

7. Total fee (37 CFR 3.41):..... \$ 840.00

Universal Studios, Inc.

Enclosed

1280-6

Authorized to be charged to deposit account

Street Address: 100 Universal City Plaza

8. Deposit account number:

50-0333

City: Universal City State: CA. ZIP: 91608

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anne B. Nielsen

Name of Person Signing

Signature

1/6/00

Date

Total number of pages comprising cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

02/03/2000 TTON11

00000255 500333 1062146

Commissioner of Patents and Trademarks

01 FC:481
02 FC:482

40.00 CH
800.00 CH

Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

MCA RECORDS, INC.

Application Nos.:

Registration Nos.:

75/768509

75/814645

75/710803

75/545627

75/545101

75/698551

1062146

2016254

2032722

2059709

1448274

1446148

706666

548927

115901

906548

510900

400537

1912362

1387340

2185017

850242

555622

2170132

1524269

1524267

720007

2297379

2295051

850610

850611

1696859

1622249

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"MCA RECORDS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "UMG RECORDINGS, INC." UNDER THE NAME OF "UMG RECORDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 12:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0681821 8100M

991509059

AUTHENTICATION: 0108434

DATE: 11-30-99

TRADEMARK
REEL: 002016 FRAME: 0570

CERTIFICATE OF MERGER

of

MCA RECORDS, INC.

with and into

UMG RECORDINGS, INC.

Pursuant to Section 252 of the
General Corporation Law
of the State of Delaware

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, UMG Recordings, Inc., a Delaware corporation ("UMG Recordings"), hereby certifies the following information relating to the merger of MCA Records, Inc., a California corporation ("MCA Records"), with and into UMG Recordings:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
UMG Recordings, Inc.	Delaware
MCA Records, Inc.	California

SECOND: The Agreement of Merger, dated as of June 30, 1999, among UMG Recordings, MCA Records and PolyGram Holding, Inc., a Delaware corporation and the parent corporation of UMG Recordings and MCA Records (the "Merger Agreement"), setting forth the terms and conditions of the merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger is UMG Recordings, Inc.

FOURTH: The certificate of incorporation of UMG Recordings shall be the certificate of incorporation of the surviving corporation.


FIFTH: The executed Merger Agreement is on file at the principal business offices of the surviving corporation, at 70 Universal City Plaza, Universal City, CA 91608.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of UMG Recordings or MCA Records.

SEVENTH: The authorized capital stock of MCA Records consists of 2,500 shares of common stock, no par value per share.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the 15th day of October, 1999.

UMG RECORDINGS, INC.

By: 
Karen Randall
Senior Vice President