

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/24/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fantasy Inc.		11/24/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Concord Music Group, Inc.
Street Address:	100 N. Crescent Drive, Suite 275
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	1537289	BLUESVILLE
Registration Number:	2148837	BLUESVILLE
Registration Number:	1466205	CONTEMPORARY
Registration Number:	1222931	CREEDENCE CLEARWATER REVIVAL
Registration Number:	2011956	DEBUT
Registration Number:	0996463	
Registration Number:	1748291	
Registration Number:	1916304	
Registration Number:	1916305	ENTERPRISE
Registration Number:	2043725	FANTASY
Registration Number:	0998245	FANTASY
Registration Number:	1919476	FANTASY
Registration Number:	1113058	GALAXY

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Registration Number:	2021815	GOOD TIME JAZZ
Registration Number:	1819747	GOOD TIME JAZZ
Registration Number:	1746951	J.A.T.P.
Registration Number:	2128759	JAZZLAND
Registration Number:	2003261	KICKING MULE
Serial Number:	76563215	MILESTONE
Registration Number:	1254431	MILESTONE
Registration Number:	2758673	M MILESTONE
Registration Number:	1717594	ORIGINAL BLUES CLASSICS
Registration Number:	2029730	ORIGINAL JAZZ CLASSICS
Registration Number:	1311698	ORIGINAL JAZZ CLASSICS
Registration Number:	1745613	ORIGINAL JAZZ CLASSICS
Registration Number:	1021946	PABLO
Registration Number:	1033716	PABLO
Registration Number:	1201855	PRESTIGE
Registration Number:	0798407	PRESTIGE
Registration Number:	1933149	RESPECT
Registration Number:	1430081	RIVERSIDE
Serial Number:	76371904	SOULSVILLE
Serial Number:	76371905	SOULSVILLE U.S.A.
Serial Number:	75844172	SOULSVILLE U.S.A.
Serial Number:	75980632	SOULSVILLE U.S.A.
Registration Number:	1976842	SPECIALTY
Registration Number:	1813531	SPECIALTY
Registration Number:	0868198	STAX
Serial Number:	75421569	STAX
Registration Number:	2141700	STAX
Registration Number:	2141701	STAX
Registration Number:	1662239	STAX
Registration Number:	0971347	STAX RECORDS
Registration Number:	1022529	TAKOMA
Registration Number:	2536062	THAT'S WHAT SHE SAID
Registration Number:	1954782	THAT'S WHAT SHE SAID
Registration Number:	1882531	THE SAUL ZAENTZ FILM CENTER
Registration Number:	2000125	TRU SOUND

Registration Number:	2035090	TRUTH
Registration Number:	0868197	VOLT
Registration Number:	1881940	VOLT
Registration Number:	1933150	WE PRODUCE

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-783-2700
Email: pagodoa@federalresearch.com
Correspondent Name: CBC Companies dba Federal Research
Address Line 1: 1030 Fifteenth Street, NW, Suite 920
Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	04/07/2005

Total Attachments: 9
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

FANTASY INC.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 11/24/2004

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CONCORD MUSIC GROUP, INC.

Internal Address: _____

Street Address: 100 N. Crescent Dr., Suite 275

City: Beverly Hills

State: CA

Country: U.S.A. Zip: 90210

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE I

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE I

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Loeb & Loeb LLP

Internal Address: attn: Loukia Harris, Legal Assistant

Street Address: 345 Park Avenue

City: New York

State: NY Zip: 10154

Phone Number: 212-407-4149

Fax Number: 212-214-0439

Email Address: lharris@loeb.com

6. Total number of applications and registrations involved:

52

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 315

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

April 1, 2005

Date

Loukia Harris

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

SCHEDULE I

to

TRADEMARK SECURITY AGREEMENT

PART A-FANTASY

Description of Mark	Registration Number	Registration Date
Bluesville (word)	1,537,289	May 2, 1989
Bluesville Stylized (word)	2,148,837	April 7, 1998
Contemporary (word)	1,466,205	November 24, 1987
Creedence Clearwater Revival (word)	1,222,931	January 4, 1983
Debut (word)	2,011,956	October 29, 1996
Circle F (design)	0,996,463	October 22, 1974
JATP Man and Trumpet (design)	1,748,291	January 26, 1993
Rainbow (design)	1,916,304	September 5, 1995
Enterprise (word)	1,916,305	September 5, 1995
Fantasy (word)	2,043,725	March 11, 1997
Fantasy (word)	0,998,245	November 12, 1974
Fantasy Stylized Triangle (word and design)	1,919,476	September 19, 1995
Galaxy (word)	1,113,058	February 13, 1979
Good Time Jazz (word)	2,021,815	December 10, 1996
Good Time Jazz (word)	1,819,747	February 8, 1994
J.A.T.P. (word)	1,746,951	January 19, 1993
Jazzland (word)	2,128,759	January 13, 1998
Kicking Mule (word)	2,003,261	September 24, 1996
Milestone (word)	76/563,215	November 20, 2003

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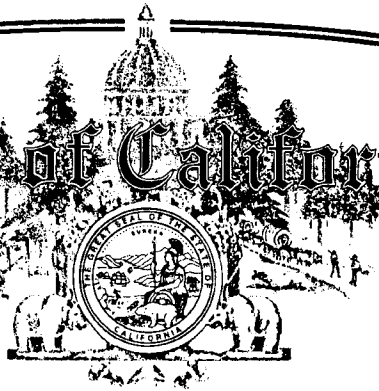
Description of Mark	Registration Number	Registration Date
Milestone and Circle M (word and design)	1,254,431	October 18, 1983
Milestone and Circle M (word and design)	2,758,673	September 2, 2003
Original Blues Classics and Square (word and design)	1,717,594	September 22, 1992
Original Jazz Classics (word)	2,029,730	January 14, 1997
Original Jazz Classics and Square (word and design)	1,311,698	December 25, 1984
Original Jazz Classics and Square (word and design)	1,745,613	January 12, 1993
Pablo (word)	1,021,946	October 7, 1975
Pablo and Dog (word and design)	1,033,716	February 17, 1976
Prestige (word)	1,201,855	July 20, 1982
Prestige and Arrows (word and design)	0,798,407	November 2, 1965
Respect (word)	1,933,149	November 7, 1995
Riverside (word)	1,430,081	February 24, 1987
Soulsville (word)	76/371,904	March 4, 2003
Soulsville U.S.A. (word)	76/371,905	March 4, 2003
Soulsville U.S.A. (word)	75/844,172	April 22, 2003
Soulsville U.S.A. (word)	75/980,632	November 20, 2001
Specialty (word)	1,976,842	May 28, 1996
Specialty and Balloon (word and design)	1,813,531	December 28, 1993
Stax (word)	0,868,198	April 15, 1969
Stax (word)	75/421,569	September 17, 2002
Stax and Hand (word and design)	2,141,700	March 10, 1998
Stax and Pile (word and design)	2,141,701	March 10, 1998
Stax and Pile (word and design)	1,662,239	October 29, 1991
Stax Records and Hand (word and design)	0,971,347	October 23, 1973
Takoma (word)	1,022,529	October 14, 1975

Description of Mark	Registration Number	Registration Date
That's What She Said (word)	2,536,062	February 5, 2002
That's What She Said and Phone (word and design)	1,954,782	February 6, 1996
The Saul Zaentz Film Center (word)	1,882,531	March 7, 1995
Tru Sound (word)	2,000,125	September 10, 1996
Truth (word)	2,035,090	February 4, 1997
Volt (word)	0,868,197	April 15, 1969
Volt and Bolt (word and design)	1,881,940	March 7, 1995
We Produce (word)	1,933,150	November 7, 1995

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State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC - 2 2004



Kevin Shelley
Secretary of State

00753761

Delaware

The First State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

PAGE 1 NOV 24 2004

KEVIN SHELLEY
Secretary of 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:

"CONCORD RECORDS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "FANTASY INC." UNDER THE NAME OF "CONCORD MUSIC GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004, AT 4:34 O'CLOCK P.M.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3501614

DATE: 11-24-04

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Delaware
of State
of Corporations
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CERTIFICATE OF MERGER

MERGING

Concord Records, Inc., a California Corporation

INTO

Fantasy Inc., a Delaware Corporation

Pursuant to the provisions of § 252 of the
Delaware General Corporation Law

Fantasy Inc., a Delaware corporation, hereby certifies that:

FIRST: The constituent corporations of the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Fantasy Inc.	Delaware
Concord Records, Inc.	California

SECOND: An Agreement and Plan of Merger dated as of November 24, 2004 (the "Merger Agreement") between Fantasy Inc. and Concord Records, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law (the "DGCL"), to wit, by Fantasy Inc. in the same manner as is provided in Section 251 of the DGCL and by Concord Records, Inc. in accordance with the laws of the state of its incorporation.

THIRD: The surviving corporation in the merger herein certified is Fantasy Inc., which will continue its existence as said surviving corporation under the name of "Concord Music Group, Inc." upon the effective date of said merger pursuant to the provisions of the laws of the DGCL.

FOURTH: The merger shall become effective upon the filing of this Certificate of Merger.

FIFTH: The Certificate of Incorporation of Fantasy Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation, except that the name of the surviving corporation shall be "Concord Music Group, Inc."

SIXTH: The authorized stock and par value of Concord Records, Inc. is 2,000 shares of common stock, par value \$100.


(NY) 19845015/REORGANIZATION/fantasy.concord.merger.certificate.delaware.doc

SEVENTH: The executed Merger Agreement is on file at the office of the surviving corporation at 100 N. Crescent Drive, Suite 275, Beverly Hills, California 90210.

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

IN WITNESS WHEREOF, the undersigned has executed this Certificate
of Merger this 24th day of November, 2004.

FANTASY INC.

By: 
Name: GLEN A. BARROS
Title: CHIEF EXECUTIVE OFFICER

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