

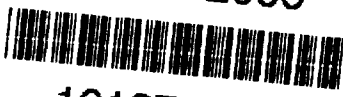
MND 1/28/00

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

02-28-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECEIVED



101276999

210 JAN 28 PM 2:47

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type
 New
 Resubmission (Non-Recordation)
 Document ID#
 Correction of PTO Error
 Reel # Frame #
 Corrective Document
 Reel # Frame #

Conveyance Type
 Assignment License
 Security Nunc Pro Tunc Assignment
 Merger
 Change of Name
 Other
 Effective Date
 Month Day Year
 3/18/99

Conveying Party Mark if additional names of conveying parties attached
 Execution Date
 Month Day Year
 3/18/99
 Name Muzak Limited Partnership
 Formerly
 Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached
 Name Muzak LLC
 DBA/AKA/TA
 Composed of
 Address (line 1) 5550 77 Center Drive
 Address (line 2) Suite 380
 Address (line 3) Charlotte NC 28217
 City State/Country Zip Code
 Individual General Partnership Limited Partnership Corporation Association
 Other Limited Liability Company
 Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

02/25/2000 DRUJYEN 00000000 75468762 40.00 OP 750.00 OP 01 FC:401 02 FC:402

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/468,762"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,507,899"/>	<input type="text" value="1,814,119"/>	<input type="text" value="1,617,101"/>
<input type="text" value="75/367,897"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,653,907"/>	<input type="text" value="1,844,796"/>	<input type="text" value="1,456,883"/>
<input type="text" value="75/608,892"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,802,376"/>	<input type="text" value="1,667,017"/>	<input type="text" value="1,647,726"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

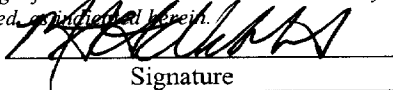
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink
Name of Person Signing


Signature

1/19/00
Date Signed

**RECORDATION FORM COVER SHEET
 CONTINUATION
 TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
 Enter Additional Conveying Party

Name Execution Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
 Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
 City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,655,811	323,327	1,667,864
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,801,181	393,293	1,667,865
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,650,387	973,643	1,417,717
<input type="text"/>	<input type="text"/>	<input type="text"/>	730,576	599,782	1,418,700
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,618,046	1,662,010	1,811,071
<input type="text"/>	<input type="text"/>	<input type="text"/>	2,215,550	1,645,535	1,248,832

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name **Execution Date**
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1,553,505	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"MUZAK LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "AUDIO COMMUNICATIONS NETWORK, LLC" UNDER THE NAME OF "MUZAK LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.



2939187 8100M

001018276

A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0196735

DATE: 01-12-00

TRADEMARK
REEL: 002026 FRAME: 0510

CERTIFICATE OF MERGER

MERGING

MUZAK LIMITED PARTNERSHIP, a Delaware limited partnership

INTO

**AUDIO COMMUNICATIONS NETWORK, LLC
a Delaware limited liability company**

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation and organization of each of the domestic limited liability companies or other business entities which are to merge (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Formation or Organization</u>
Muzak Limited Partnership	Delaware
Audio Communications Network, LLC	Delaware

SECOND: That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

THIRD: That the name of the surviving limited liability company of the merger is Audio Communications Network, LLC and shall continue its existence as said limited liability company under the new name of "Muzak LLC," upon the effective date and time of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.

FOURTH: The effective date and time of the merger shall be the time of the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving domestic limited liability company, the address of which is Muzak LLC, 2901 Third Avenue, Suite 400, Seattle, Washington 98121.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving domestic limited liability company, on request and without cost, to any partner, member or other person holding an interest in either of the Constituent Entities.

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of the
18th day of March, 1999.

AUDIO COMMUNICATIONS NETWORK, LLC

By: Robert P. MacInnis

Name: Robert MacInnis
Title: Vice President