



## ASSIGNMENT

WHEREAS, Planet Music, Inc. (hereinafter "Seller"), a North Carolina corporation, having a place of business at 500 E. Washington Street, Ann Arbor, Michigan 48104 owns the following service mark, said mark being the subject of the following federal registrations in the United States Patent and Trademark Office:

Service Mark:	PLANET MUSIC
Issued:	January 10, 1995
Registration No.:	1,872,958

WHEREAS, Record Town, Inc. (hereinafter "Buyer"), a New York corporation, having a place of business and mailing address at 38 Corporate Center, Albany, New York 12203 having acquired on October 10, 1997 all rights, title and interest in and to the above-noted service mark, together with the good will symbolized thereby and the federal registration therefor;


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby expressly acknowledged, SELLER has assigned, transferred and conveyed, and does hereby assign, transfer and convey, nunc pro tunc, as of October 10, 1997, to BUYER all rights, title and interest in and to the service mark PLANET MUSIC, the federal registration therefore (i.e., Reg. No.: 1,872,958), and the goodwill of the business symbolized thereby. Seller also assigns to Buyer all rights to sue for and receive all damages occurring from past infringements of the aforesaid registered service mark.

Seller warrants that it had and has good and valid title to the above-noted service mark and registration therefor and that there were and are no pending or threatened disputes in the courts or the U.S. Patent and Trademark Office relating to the ownership of such service mark or registration therefor. Seller further warrants that upon request by

Buyer, Seller shall execute all documents on behalf of Buyer, as well as provide such other material, information, or assistance as Buyer may consider necessary, in order to carry out the intent and purpose of this Assignment.

**PLANET MUSIC, INC.**


Date: April 15, 1998

By:   
Thomas D. Carney  
Secretary

State of Michigan )  
County of washtenaw )      ss:

On this 15<sup>th</sup> day of April, 1998, before me appeared Thomas D. Carney, the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf and on the behalf of the corporation known as Planet Music, Inc., and that he had authority from said corporation to sign the instrument.

(SEAL)

  
Notary

**BRENDA K. BARDON RUTKEY**  
Notary Public, Jackson County, MI  
My Commission Expires Nov. 24, 1999

My commission expires: \_\_\_\_\_ Acting in washtenaw Co.