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08-20-1998

U.S. Patent & TMO/TM Mail Rept Dt. #58

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): INGRAM ENTERTAINMENT INC. Two Ingram Boulevard La Vergne, Tennessee 37089</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Merger <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Tennessee <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: INGRAM INDUSTRIES INC. Internal Address: Street Address: One Belle Meade Place City: Nashville State: Tennessee ZIP: 37205</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Tennessee <input type="checkbox"/> Other</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: August 19, 1998</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)

75/139,429

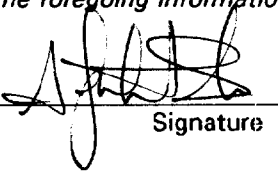
Additional numbers attached: Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Edward T. Colbert, Esq. Internal Address: KENYON & KENYON Suite 600 Street Address: 1025 Connecticut Avenue, N.W., City: Washington State: DC ZIP: 20036</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$40.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 11-0600 (Attach duplicate copy of this page if paying by deposit account)</p>
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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 Grosheitsch  August 20 1998
Name of Person Signing Signature Date

Total number of pages, including cover sheet, attachments and document: 4



08-20-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #58

ASSIGNMENT

WHEREAS, INGRAM ENTERTAINMENT INC., a corporation duly organized and existing under the laws of the State of Tennessee, U.S.A., and having a place of business at Two Ingram Blvd., La Vergne, Tennessee 37089, is the owner of United States Service Mark Application 75/139,429 and the mark thereof;

WHEREAS, INGRAM INDUSTRIES INC., a corporation duly organized and existing under the laws of the State of Tennessee, U.S.A., and having a place of business at One Belle Meade Place, Nashville, Tennessee 37205, U.S.A. is desirous of acquiring the entire right, title and interest in and to the above-identified mark and the application thereof, together with the goodwill of the business in connection with which said mark is used;

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said INGRAM ENTERTAINMENT INC., by these presents, does sell, assign and transfer, as to the date hereof, unto the said INGRAM INDUSTRIES INC., the entire right, title and interest in and to the aforesaid Application Serial No. 75/139,429, and the mark thereof, together with the goodwill of the business appurtenant to said mark, the same to as held and enjoyed by the said INGRAM INDUSTRIES INC. as fully and entirely as the same would have held by said INGRAM ENTERTAINMENT INC. had such sale, assignment and transfer not been made, which sale, assignment and transfer includes any and all past and present rights which have accrued or may

accrue to INGRAM ENTERTAINMENT INC., of any and all kind or nature incident or appertaining to said mark and said application thereof, including the right to sue for and recover any accrued damages for infringement occurring prior to assignment of said mark and said application thereof.

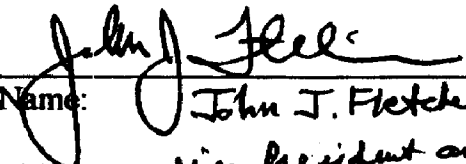
Signed at La Vergne, Tennessee, U.S.A., this 19th day of August, 1998.

INGRAM ENTERTAINMENT INC.

By:

Name:

Title:


John J. Fletcher
Vice President and
General Counsel

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