

MRD 12-10-98

01-05-1999

FORM PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

Tab settings

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

1. Name of conveying party(ies):

Notorious Partners L.P.
37 East 28th Street, Suite 906
New York, New York 10016

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

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

2. Name and address of receiving party(ies)

Name: Notorious Entertainment LLC
Internal Address: Suite 906
Street Address: 37 East 28th Street
City: New York State: NY ZIP: 10016

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company

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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment 22 Merger
- Security Agreement Change of Name
- Other

Execution Date: 12/10/98

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

A. Trademark Application No.(s)

TM

B. Trademark Registration No.(s)

See Attached Schedule A

Additional numbers attached? Yes No

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

Name: Deirdre P. Silver
Internal Address: Proskauer Rose LLP
Street Address: 1585 Broadway
City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

B. Deposit account number:

16-2500

(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.

Deirdre Silver
Name of Person Signing

[Signature]
Signature

12/10/98
Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 1835 FRAME: 0359

162500
2154015
JWA/TMS/000146
12/31/1998
01 FC:408
02 FC:408

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT is effective this 10th day of December, 1998, from NOTORIOUS PARTNERS L.P., a Delaware Limited Partnership composed of O.D.A., Inc., a Delaware corporation, as general partner, with a place of business at 37 East 28th Street, Suite 906, New York, New York 10016 ("Assignor"), to Notorious Entertainment LLC, a Delaware limited liability company with a place of business at 37 East 28th Street, Suite 906, New York, New York 10016 ("Assignee").

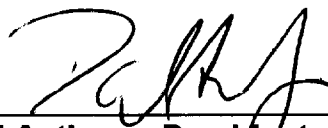
WHEREAS, Assignor has adopted, used and is using the trade and service marks identified on the attached Schedule A (the "Marks");

WHEREAS, Assignor desires to assign to Assignee all of its right, title and interest in, to and under the Marks and the associated goodwill and Assignee desires to obtain all right, title and interest in, to and under the Marks and the associated goodwill;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee, all of Assignor's right, title and interest throughout the world in, to and under the Marks, all registrations and applications, if any, therefor, and their associated goodwill, together with all of Assignor's claims for damages by reason of past infringement of said Marks, with the right to sue for and collect the same, for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives, free and clear of all liens, claims, charges, security interests, and other encumbrances.

IN WITNESS WHEREOF, Assignor has caused this document to be executed as of the date indicated above.

NOTORIOUS PARTNERS L.P.



**David Anthony, President of O.D.A., Inc.,
General Partner of Notorious Partners L.P.**

CERTIFICATE OF MAILING BY EXPRESS MAIL
"EXPRESS MAIL"

MAILING LABEL NUMBER EH628966262

DATE OF DEPOSIT 12/10/98

I HEREBY CERTIFY THAT THIS PAPER OR FEE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE BY EXPRESS MAIL POST OFFICE TO ADDRESSEE SERVICE UNDER 39 CFR 110 ON THE DATE INDICATED ABOVE AND IS ADDRESSED TO THE COMMISSIONER OF PATENTS AND TRADEMARKS ARLINGTON, VA 22202

~~EH628966262~~ Berry Farrell
(Typed or Printed Name of Person Mailing Paper or Fee)

Berry Farrell
(Signature of Person Mailing Paper or Fee)

SCHEDULE A

TRADEMARK

REGISTRATION NO.

NOTORIOUS in Class 42

2,154,015

NOTORIOUS in Class 16

2,142,990