

1-1-99

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The attached original documents or copy hereof

To the Honorable Commissioner

1. Name of conveying party(

100942924

Virgin Enterprises Limited

1-11-99

Name: Virgin Music Group Limited

Address:

Kensal House, 533/579 Harrow Road
London W10 4RH England

- Individual(s)
- General Partnership
- Corporation-State
- Other British Company

- Individual(s) citizens
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a British Company

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

01-11-1999

U.S. Patent & TMO/c/TM Mail Receipt

3. Nature of conveyance:

- Assignment
 - Security Agreement
 - Other To correct Assignment recordal at Reel 1067 Frame 270
- Execution Date: March 18, 1993

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) & addresses attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).
2,129,646

Additional Numbers attached? Yes No

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

Name: Lawrence E. Apolzon

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

01/14/1999 DMGUYEN 00000255 2129646

01 FC:481

40.00 DP

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.

Lawrence E. Apolzon
Name of Person Signing

[Signature]
Signature

1/11/99
Date

Total number of pages comprising cover sheet: _____

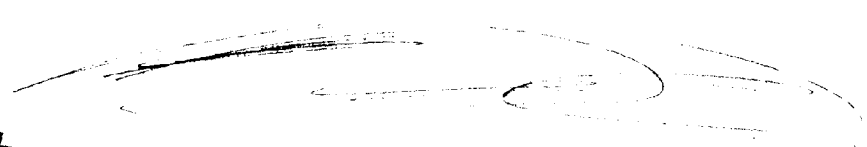
I, RICHARD GRAHAM ROSSER, of the City of London, England, Notary Public duly admitted and sworn practising in the said City,

DO HEREBY CERTIFY AND ATTEST:

THAT the signature set and subscribed at foot of the hereunto annexed Assignment is genuine, the same having been this day subscribed thereto in my presence by DEREK POTTS, whose identity I attest, the Secretary and a duly appointed Attorney of the English Company styled "VIRGIN ENTERPRISES LIMITED", a Company duly incorporated and existing under the laws of England, registered at the Companies Registration Office for England and Wales under No. 1073929, and having its Registered Office at 120 Campden Hill Road, London W8 7AP, England, he being authorised to sign the same under and by virtue of a Power of Attorney granted in his favour by the said Company dated the 10th day of April 1992.

AND THAT the signature also set and subscribed at foot of the said annexed Assignment is likewise genuine, the same having been this day subscribed thereto in my presence by IAN RITCHIE, whose identity I attest, the Secretary and a duly appointed Attorney of the English Company styled "VIRGIN MUSIC GROUP LIMITED", a Company duly incorporated and existing under the laws of England, registered at the Companies Registration Office for England and Wales under No. 2259349 and having its Registered Office at 4 Tenterden Street, London, W1A 2AY, England, he being authorised to sign the same under and by virtue of a Power of Attorney granted in his favour by the said Company dated the 16th day of March 1993.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my Seal of Office in the City of London aforesaid, this eighteenth day of March One thousand nine hundred and ninety-three.



TRADEMARK

00100710071

ASSIGNMENT

THIS ASSIGNMENT is made the 18th day of March One thousand nine hundred and ninety three

BETWEEN

Virgin Enterprises Limited a British Company of 120 Campden Hill Road, London, W8 7AR, England (hereinafter called "the Assignor") of the one part

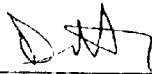
AND

Virgin Music Group Limited a British Company of 4 Tenterden Street, London, W1A 2AY, England (hereinafter called "the Assignee") of the other part

WHEREAS the Assignor is the proprietor in the United States of America of the Trade Marks short particulars of which are set forth in the schedule attached hereto (hereinafter called "the Trade Marks").

AND WHEREAS the Assignor has agreed to assign with effect from the 1st JUNE 1992 unto the Assignee all the property, right, title and interest of the Assignor in the Trade Marks together with the goodwill of the business of the Assignor relating to the goods in connection with which the Assignor has used the Trade Marks (whether registered or unregistered) for the consideration hereinafter appearing.

NOW THIS DEED WITNESSETH that in pursuance of the Agreement and in consideration of the sum of \$150 (One Hundred and Fifty Dollars) duly paid to the Assignor by the Assignee the receipt of which is hereby acknowledged the Assignor **HEREBY ASSIGNS** the said Trade Marks to the Assignee **TOGETHER WITH THE GOODWILL** of the business of the Assignor relating to the goods in connection with which the Assignor has used the Trade Marks **TO HOLD** the same unto the Assignee, its successors and assigns absolutely.



DEREK POTTS
Company Secretary

VIRGIN ENTERPRISES LIMITED



IAN RITCHIE
Company Secretary

VIRGIN MUSIC GROUP LIMITED

RECORDED
INDEXED
1992 JUN 11 10 27

USA

SCHEDULE

NUMBER	MARK	CLASS
1647695	TOWNHOUSE	41
74/137242	CIRCA	9, 16 & 25
74/142653	TEN logo	9, 16 & 25

TRADEMARK

11067-2279

NOV 23 93

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In the Matter of:

Trademark: CIRCA
Reg. No.: 2,129,646
Reg. Date: January 20, 1998
Registrant: Virgin Music Group Limited
Our Ref: VMG-98/02557



01-11-1999

U.S. Patent & TMO/TM Mail Rcpt Dt #39

REQUEST FOR CORRECTION OF RECORDS

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attn: Assignment Branch

On March 18, 1993, the Assignment Branch of the Patent and Trademark Office recorded the attached Assignment at Reel/Frame 1067/0270. While the Assignment showed that the Assignee was Virgin Music Group Limited, the cover page contained an error.

A fresh cover page is attached showing the correct information. It is requested that the Assignment Branch correct the records of the Patent and Trademark Office to show that the record owner is Virgin Music Group Limited.

Also, subsequent to the Assignment, the address of Registrant changed to "Kensal House, 533/579 Harrow Road, London W10 4RH, England." If possible, the Assignment Branch should correct this as well. However, at a minimum, it is requested that the owner of the registration be corrected.

Dated: New York, New York
January 11, 1999

RECORDED: 01/11/1999

**TRADEMARK
REEL: 1839 FRAME: 0847**