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FORM PTO-1594 U.S.
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Frederick W. Field
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Interscope Records, Inc.
10900 Wilshire Blvd., Suite 1230
Los Angeles, CA 90024
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 22, 1999

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
02/17/1999 DNGUYEN 00000227 1705111
1 FC:441 40.00 DP
2 FC:442 75.00 DP
B. Trademark Registration No.(s)
1,705,111 1,727,177
1,701,731 1,728,258
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence Concerning document should be mailed:
Name: Jenifer Paine, Esq.
Address: PAUL, HASTINGS, JANOFSKY & WALKER
399 Park Avenue, 31st Floor
New York, NY 10022
Refund Ref: 02/17/1999 DNGUYEN 0000077229
CHECK Refund Total: \$45.00

6. Total number of applications and registrations involved:..... [4]
7. Total fee (37 CFR 3.41)..... \$ 160.00
 Enclosed 115E
 Authorized to be charged to deposit account
The Commissioner is authorized to charge:
8. Deposit Account No:

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.
Jenifer Paine, Esq. _____ 2/9/99
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: [2]

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks, Box Assignments
2900 Crystal Drive
Arlington, VA 22202-3513

NUNC PRO TUNC ASSIGNMENT

This Agreement is entered into this 22nd day of January, 1999, by and between Frederick W. Field, an individual ("Assignor"), on the one hand, and Interscope Records, Inc., a Delaware Corporation ("Assignee"), on the other hand.

Reference is made to the following trademarks ("Marks") and Registrations ("Registrations") therefore:

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
INTERSCOPE RECORDS	1,705,111	8/4/92
INTERSCOPE RECORDS	1,701,731	7/21/92
INTERSCOPE RECORDS	1,727,177	10/27/92
INTERSCOPE RECORDS	1,728,258	10/27/92

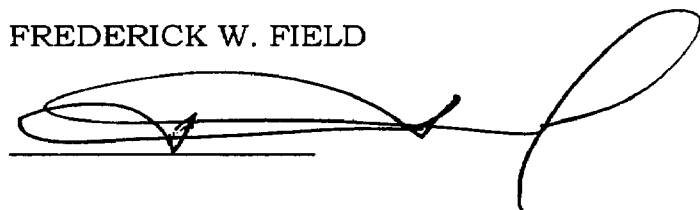
WHEREAS, Assignor is the record owner of the Registrations;

WHEREAS, Assignee has been using the Marks and has previously acquired rights in the Marks from Assignor;

WHEREAS, Assignee wishes to formalize its acquisition of all right, title, and interest in and to the Marks, including the Registrations therefore;

NOW THEREFORE, for good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee all of its right, title and interest in and to the Marks and the Registrations therefor, together with the goodwill of the business symbolized by the Marks and the Registrations therefor and including all rights to sue and recover for past infringement of the Marks and the Registrations therefor. This assignment is to clarify the rights of the parties as both parties acknowledge and agree that they have always been, and this assignment shall be effective nunc pro tunc as of October 27, 1992.

FREDERICK W. FIELD



INTERSCOPE RECORDS, INC.



By:
Name: Jimmy Iovine
Title: President