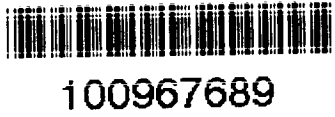


RECOR 02-18-1999 EET

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.

<p>1. Name of conveying party(ies):</p> <p>Interscope Communications, Inc.</p> <p><input type="checkbox"/> Individual(s)                    <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State</p> <p><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)</p> <p>Name: Interscope Records, Inc. 10900 Wilshire Blvd., Suite 1230 Los Angeles, CA 90024</p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State <u>Delaware</u></p> <p><input type="checkbox"/> Other _____</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) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment                    <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement            <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: January 22, 1999</p>	

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

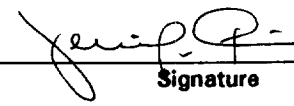
<p>A. Trademark Application No.(s)</p> <p>02/17/1999 DNGUYEN 00000228 1705111</p> <p>01 FC:481                    40.00 OP</p> <p>02 FC:482                    75.00 OP</p>	<p>B. Trademark Registration No.(s)</p> <p>1,705,111    1,727,177</p> <p>1,701,731    1,728,258</p>
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Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Jenifer Paine, Esq.</p> <p>Address: PAUL, HASTINGS, JANOFSKY &amp; WALKER 399 Park Avenue, 31st Floor New York, NY 10022</p> <p>Refund Ref: 02/17/1999 DNGUYEN 0000077230</p> <p>CHECK Refund Total:    \$45.00</p>	<p>6. Total number of applications and registrations involved:..... [4]</p> <p>7. Total fee (37 CFR 3.41)..... \$ 160.00</p> <p><input checked="" type="checkbox"/> Enclosed                    <b>USE IISE</b></p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>The Commissioner is authorized to charge:</p> <p>8. Deposit Account No:</p>
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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.                                        2/19/99

\_\_\_\_\_  
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 the 22<sup>nd</sup> day of January, 1999, by and between Interscope Communications, Inc., a California corporation ("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;

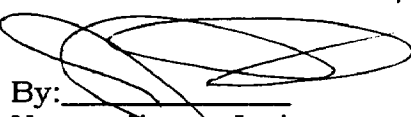
WHEREAS, Assignee wishes to formalize its acquisition of all right, title, and interest in and to the Marks, including the Registrations therefore;

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.

INTERSCOPE COMMUNICATIONS, INC.

  
By: Frederick W. Field  
Title: Co-Chairman

INTERSCOPE RECORDS, INC.

  
By: \_\_\_\_\_  
Name: Jimmy Iovine  
Title: President