

MAN 2-16-99



02-25-1999



100973318

U.S. Department of Commerce
Patent and Trademark Office

DH

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

1. Name of conveying party(ies):

BMG DIRECT MARKETING, INC..

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State of New York
- Other _____

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

2. Name and Address of receiving party(ies)

Name: BMG SPECIAL PRODUCTS, INC.

Address: 1540 Broadway
New York, New York 10036

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- Other _____

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 Merger
- Security Agreement Change of Name
- Other _____

Execution Date: February 3, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 2,116,019 and Reg. No. 2,116, 020

Additional numbers attached? Yes No

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

Mary L. Kevlin, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 2

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

- Enclosed
- Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

Mary L. Kevlin
Name of Person Signing

Mary L. Kevlin
Signature

2/16/99
Date

Total number of pages including cover sheet, attachments, and document: 6

02/23/1999
000008 216019
40.00
00.00
40.00

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

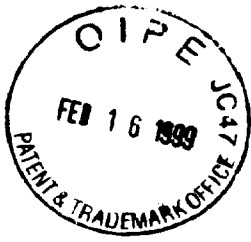
U.S. TRADEMARK ASSIGNMENT

U.S. TRADEMARK ASSIGNMENT, made as of Feb. 3, 1999, between
BMG DIRECT MARKETING, INC. a New York corporation, with offices at 1540
Broadway, New York, New York 10036 ("Assignor"), and BMG SPECIAL PRODUCTS,
INC., a Delaware corporation, with offices at 1540 Broadway, New York, New York 10036
("Assignee").

WHEREAS, Assignor is the owner of the KAMA SUTRA mark for musical sound
recordings and registrations listed on Schedule A ("the KAMA SUTRA Marks"); and

WHEREAS, Assignee desires to acquire the KAMA SUTRA Marks and the
registrations listed on Schedule A;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and
other good and valuable consideration, the receipt and sufficiency of which is hereby
acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and
assigns, absolutely and forever, its entire right, title and interest, whether statutory or at
common law, in and to KAMA SUTRA Marks and all registrations listed on the attached
Schedule A together with the goodwill of the business symbolized by these, including but not
limited to all causes of action for any and all previously occurring infringements of the rights
being assigned and the right to receive and retain the proceeds relating to those
infringements.



SCHEDULE "A"

Country	Trademark	Registration No.	Registration Date
United States	KAMA SUTRA	2,116,019	November 25, 1997
United States	KAMA SUTRA & DESIGN	2,116,020	November 25, 1997