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U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and

101119749

Documents or copy thereof.

1. Name of conveying party(ies):

BMG MUSIC

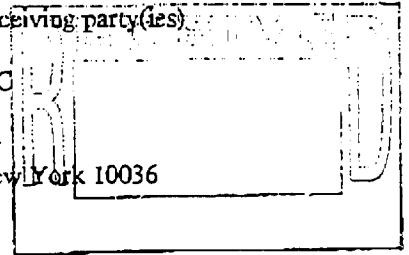
- Individual(s)
- General Partnership
- Corporation
- Other

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

2. Name and Address of receiving party(ies):

Name: GETMUSIC LLC

Address: 1540 Broadway
New York, New York 10036



3. Nature of conveyance:

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

Execution Date: June 11, 1999

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Registration No. 2,108,923 (GROOVETOWN & DESIGN)

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: 1

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

- 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)

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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

6/15/99

Date

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

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 September 17, 1999, between BMG MUSIC, a New York partnership (comprised of Ariola Eurodisc, Inc., a Delaware corporation, and Bertelsmann Music Group, Inc., a Delaware corporation), with offices at 1540 Broadway, New York, New York 10036 ("Assignor"), and GETMUSIC LLC, a Delaware limited liability company, with offices at 1540 Broadway, New York, New York 10036 ("Assignee").


WHEREAS, Assignor is the owner of the GROOVETOWN mark for musical sound recordings and the registration for GROOVETOWN & DESIGN listed on Schedule A ("the GROOVETOWN Mark"); and

WHEREAS, Assignee desires to acquire the GROOVETOWN mark and the registration for GROOVETOWN & DESIGN 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 the GROOVETOWN Mark and the registration listed on the attached Schedule 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.

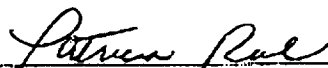
IN WITNESS WHEREOF, Assignor has executed this U.S. Trademark Assignment
as of June 11, 1999.

BMG MUSIC

By: 
Name: Stanley H. Schneider
Title: Assistant Secretary
Bertelsmann Music Group, Inc.
A Partner in Applicant

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On June 11, 1999, before me personally came Stanley H. Schneider
to me known, who being by me duly sworn, did depose and say that he/~~she~~ is a duly
authorized officer of Bertelsmann Music Group, Inc., the partnership described in and which
executed the foregoing instrument, and that he/she had the authority to sign his/~~her~~ name
hereto on behalf of the partnership.

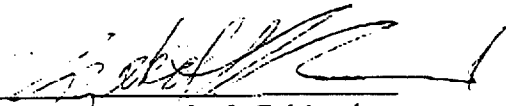


Notary Public

Agreed to and Accepted by:

GETMUSIC LLC

PATRICIA REUL
NOTARY PUBLIC, STATE OF NEW YORK
NO 0195011865
QUALIFIED IN ORANGE COUNTY Orange County
COMMISSION EXPIRES JUNE 18, 2001

By: 

Name: Elizabeth Schimel
Title: General Manager

SCHEDULE "A"

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
GROOVETOWN & DESIGN	2,108,923	October 28, 1997