

07-29-1999

RECORDATION
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02-22-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #11

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):
Interscope Communications, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

2. Name and address of receiving party(ies)
Name: Interscope Records, Inc.
10900 Wilshire Blvd., Suite 1230
Los Angeles, CA 90024

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 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

Execution Date: January 22, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

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

6. Total number of applications and registrations involved:..... [4]

7. Total fee (37 CFR 3.41)..... \$ 160.00
 Enclosed

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.
Name of Person Signing

Signature

2/9/99
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 22nd 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

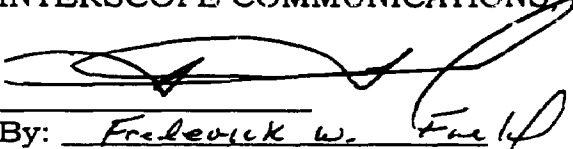
WHEREAS, Assignor is the record owner of the Registrations;

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

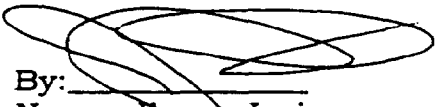
WHEREAS, Assignee wishes to formalize its acquisition of all right, title, and interest in and to the Marks, including the Registrations therefore;

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. Finkel
Title: Co-Chairman

INTERSCOPE RECORDS, INC.


By: _____
Name: Jimmy Iovine
Title: President



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
OFFICE OF ASSISTANT COMMISSIONER FOR TRADEMARKS
2900 Crystal Drive
Arlington, Virginia 22202-3513

October 8, 1998

Jenifer Paine
Paul, Hastings, Janofsky & Walker LLP
399 Park Avenue, 31st Floor
New York, NY 10022

In re: Reg. No. 1701731 for the mark INTERSCOPE RECORDS

Receipt is acknowledged of the Affidavit submitted under the provisions of Sections 8 & 15 of the Trademark Statute. Acceptance is withheld in view of the following:

The records of the Assignment Branch of the Patent and Trademark Office show title to the registration to be vested in *Frederick W. Field, an individual* rather than Interscope Records, a corporation. The present claimant must establish ownership of the registration as of a date at least as early as July 20, 1998, the date of execution of the declaration. Ownership may be established by: (1) recording appropriate documents in the Assignment Branch, or (2) submitting proof of the transfer of title to the present claimant. In either case, a complete chain of title must be established from the registrant of record to the present claimant. Trademark Rule 3.73; TMEP §1603.05(a).

If the present claimant chooses to establish ownership through recordation in the Assignment Branch, the claimant must notify the undersigned when the document or documents have been filed for recording. The filing of a document in the Assignment Branch does not stay the six-month period for responding to this action.

If the present claimant chooses to establish ownership by submitting proof of the transfer of title, the claimant must submit evidence of such transfer. Appropriate evidence may consist of a copy of the document transferring ownership from one party to another or an explanation, supported by an affidavit or a declaration under Trademark Rule 2.20, that a valid transfer of legal title has occurred. TMEP §502.

However, pursuant to Trademark Rule 3.85, the office records will continue to reflect the original registrant or the last recorded assignee as recorded in the Assignment Branch. The acceptance notice will not issue in the name of the new owner until and unless the transfer is recorded in the Assignment Branch. TMEP §§502.01 and 1603.05(c). Accordingly, please

advise the undersigned as to whether you plan to record the change so that the acceptance notice will issue in the name of the current owner.

In the absence of a proper response filed within six months of the mailing date of this letter, a cancellation order will be issued in due course.



Sharon Campbell
Affidavit/Renewal Examiner
Post Registration Division
Office of Trademark Services
(703) 308-9500 Ext. 209