

MR D 6-15-00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

07-14-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101404080

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

07/14/2000 NTHA11 00000015 1667495

01 FD:481 40.00 OP
02 FD:482 50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002099 FRAME: 0835

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1667495"/>	<input type="text" value="1669262"/>	<input type="text" value="1670129"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Peter M. Astiz, Esq.

6-15-00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

This Assignment is made as of the 31st Day of December 1999, by **Black Top Records, Inc.**, a Louisiana corporation ("Seller") and **EMusic.com Inc.**, a Delaware corporation ("Buyer").

WITNESSETH

In Witness Whereof, for good and valuable consideration, the sufficiency of which is hereby acknowledged by the Seller, the Seller hereby sells, assigns and transfers to Buyer all right, title and interest in and to the following Trademarks in the United States and throughout the world, including all common law rights thereto, and the U.S. and any foreign registrations and applications therefor, together with the goodwill of the business of the Seller associated with the use of and symbolized by the Trademarks, and any and all causes of action or other rights to file and prosecute administrative or legal actions, past, present and future, and the right to establish or enforce any of such intellectual property rights, including the right to collect damages for infringement. The Seller hereby certifies and warrants that Seller is the record owner of said U.S. trademark registrations as of the date first above written.

The Commission of Patents and Trademarks is requested to issue any registrations from the foregoing applications in the name of the Buyer.

Mark	Date of Registration	Registration Number
"Blues-a-Rama"	December 10, 1991	1,667,495
"Paving the Way to Your Soul"	December 24, 1991	1,669,262
"Black Top Records"	December 31, 1991	1,670,129

SELLER:

Black Top Records, Inc.,
a Louisiana corporation

By: 
Hammond Scott, President