

10-19-2000

U.S. Department of Commerce
Patent and Trademark Office



101490688

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

1. Name of conveying party(ies): **10-3-00**
 Getmusic LLC
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other - A Delaware Limited Liability Company
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)
 Name: BMG MUSIC
 Address: 1540 Broadway
 New York, New York 10036-4098

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: October 3, 2000

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Serial No. 75/728,501 (GROOVETOWN)
 B. Trademark Registration No.(s)
 Registration No. 2,108,923 (GROOVETOWN & DESIGN)
 and Reg. No. 2,333,182 (GROOVETOWN)
 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: 3

7. Total fee (37 CFR 3.41)..... \$90.00
 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.

10/18/2000 MTHA11 00000044 75728501 | Mary L. Kevlin | 10/3/00
 01 FC:481 Mary L. Kevlin 40.00 OP | Signature Date
 02 FC:482 50.00 OP
 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 October 3, -2000, between GETMUSIC LLC, a Delaware limited liability company, with offices at 1540 Broadway, New York, New York 10036 ("Assignor"), and 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 ("Assignee").

WHEREAS, Assignor is the owner of the registrations for GROOVETOWN and GROOVETOWN & DESIGN, and the application for GROOVETOWN listed on Schedule A ("the GROOVETOWN Mark"); and

WHEREAS, Assignee desires to acquire the GROOVETOWN mark and the application and registrations for GROOVETOWN and GROOVETOWN & DESIGN listed on Schedule A together with the ongoing business to which the mark pertains

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 registrations and application 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 October 3, 2000.

GETMUSIC LLC

By: *KLK-PL*
Name: *Kenneth K. Parkes*
Title: *Sr VP Legal & Business Affairs*

Notary Public

Jennifer Field

Agreed to and Accepted by:

BMG Music

By: *[Signature]*
Name: **STANLEY H. SCHNEIDER**
Title: **ASSISTANT SECRETARY**
Bertelsmann Music Group, Inc.
A Partner in Applicant

JENNIFER FIELD
NOTARY PUBLIC, State of New York
No. 01FE6073891
Qualified In Nassau County
Commission Expires March 3, 2001



SCHEDULE "A"

<u>Mark</u>	<u>Reg./Serial No.</u>	<u>Registration/Filing Date</u>
GROOVETOWN & DESIGN	Reg. No. 2,108,923	October 28, 1997
GROOVETOWN	Reg. No. 2,333,182	March 21, 2000
GROOVETOWN	Serial No. 75/728,501	June 15, 1999