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

04-30-2001

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4-30-01

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- Corrective Document  
Reel #  Frame #

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- Merger
- Change of Name
- Other

Effective Date  
Month Day Year

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Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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1492 50.00 ER

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TRADEMARK

REEL: 002298 FRAME: 0426

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Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

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Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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**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)**

**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.)

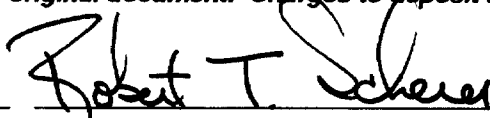
Deposit Account Number: #

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.

Robert T. Scherer  
Name of Person Signing

  
Signature

April 23, 2001  
Date Signed

**TRADEMARK ASSIGNMENT**

WHEREAS, HEARTLAND MUSIC, L.P., a California limited partnership, located at 575 Lexington Avenue, New York, NY 10022 (the "Assignor"), is the owner of the trademarks and service marks shown in the attached Schedule (collectively, the "Marks") and of the recited registrations therefor;

WHEREAS, TIME LIFE HEARTLAND INC., a Delaware corporation, located at 575 Lexington Avenue, New York, NY 10022 (the "Assignee"), is desirous of acquiring the Marks and the registrations therefor; and

NOW, THEREFORE, for \$1.00 and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and the recited registrations therefor.

This assignment is effective as of April 10, 2000.

HEARTLAND MUSIC, L.P.  
By its general partner,  
Time Life Heartland Inc.

By: *Randolph H. Elkins*  
Name: Randolph H. Elkins  
Title: Vice President

State of Virginia :  
                                  :s  
County of Fairfax :

On the 14th day of February 2001, before me personally came Randolph H. Elkins, to me known, who, being by me duly sworn, did depose and say that (s)he resides in McLean, Virginia; that he is a Vice President of Time Life Heartland Inc., the general partner of Heartland Music, L.P., the limited partnership described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of the general partner.

*Karen Kapp Conroy*  
Notary Public



Karen Kapp Conroy  
Notary Public  
Commonwealth of Virginia  
My Commission Expires Aug. 31, 2004

**SCHEDULE**

**MARCH**

**REGISTRATION NUMBER**

**GRANTED**

HEARTLAND MUSIC  
and Design

1, 762, 498

April 6, 1993

HEARTLAND MUSIC

2, 292, 647

November 16, 1999

HEARTLAND MUSIC  
AMERICA'S #1  
MUSIC CATALOG

2, 292, 650

November 16, 1999