

07-17-2001

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To the Honorable Commissioner of

original documents or copy thereof.

1. Name of conveying party(ies):

7-a - 101778885

receiving party(ies):

Name: UMG RECORDINGS, INC.

POLYGRAM HOLDING, INC.

Internal Address: LRW-6th

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

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

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

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

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

3. Nature of conveyance:

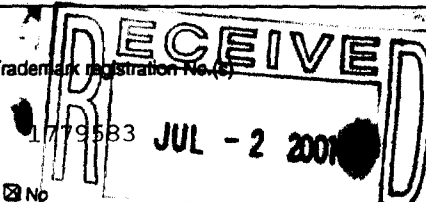
- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)



Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anne B. Nielsen

Internal Address: LRW-6th

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0333

(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.

Anne B. Nielsen

Name of Person Signing

Signature

6/28/01

Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, PolyGram Holding, Inc., a Delaware corporation, located and doing business at 100 Universal City Plaza, Universal City, California 91608 (hereinafter "PolyGram"), is the owner of all right, title and interest in and to the trademark SMASH (Logo), Registration No. 1779583 (the "Trademark"); and

WHEREAS, UMG Recordings, Inc., a Delaware corporation, located and doing business at 100 Universal City Plaza, Universal City, California 91608 (hereinafter "UMG"), wishes to acquire all right, title and interest in and to the aforementioned Trademark, and the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, PolyGram hereby assigns to UMG ownership of all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized thereby.

In testimony whereof, the undersigned has executed this instrument at Universal City, California this 28 day of June, 2001.

POLYGRAM HOLDING, INC.

By: 

Anne B. Nielsen
Assistant Secretary