

U.S. Department of Commerce
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

<p>1. Name of conveying party: BMG Music</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input checked="" type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-Statc <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ics) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party: Name: BMG Songs, Inc. Address: 6534 Sunset Boulevard Hollywood, California 90028-9925</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State California <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>November 22, 2002</u></p>	
<p>4. Application number(s) or registration number(s): A. Trademark Application No. 76/061312 B. Trademark Registration No. 2641688 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>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</p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41)..\$65.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account No. 03-3415.</p> <p>8. Deposit Account No. <u>03-3415</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Anna DePalo *Anna DePalo* December 12, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.

Anna DePalo

Name: Anna DePalo
Date: December 12, 2002

U.S TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made the 22nd day of November, 2002, between BMG MUSIC, a New York State partnership (comprised of Ariola Eurodisc, Inc., a Delaware corporation, and Bertelsmann Music Group, Inc., a Delaware corporation), with its principal place of business at 1540 Broadway, New York, New York 10036 ("Assignor"), and BMG SONGS, INC., a corporation organized and existing under the laws of California, with its principal place of business at 6534 Sunset Boulevard, Hollywood, CA 90028-9925 ("Assignee").

WHEREAS, Assignor is the owner of the application and registration for the mark CHRONIC TRAX shown on Schedule "A" ("the CHRONIC TRAX Marks"); and

WHEREAS, Assignee wishes to acquire all of Assignor's right, title and interest in the CHRONIC TRAX Marks and the goodwill associated therewith;

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 CHRONIC TRAX Marks, 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.

SCHEDULE A

<u>Trademark</u>	<u>Registration No./ Application Serial No.</u>	<u>Registration Date/ File Date</u>
CHRONIC TRAX	Registration No. 2,641,688	October 29, 2002
CHRONIC TRAX	Serial No. 76/061,312	June 1, 2000