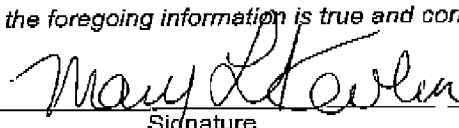
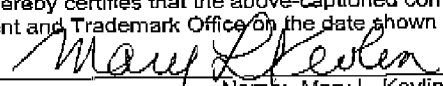


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings =>=>=>		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>BMG Music</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input checked="" type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>BMG Songs, Inc.</u> Internal Address: _____ Street Address: <u>8750 Wilshire Boulevard</u> City: <u>Beverly Hills</u> State: <u>California</u> Zip: <u>90211</u> <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 <u>California</u> <input type="checkbox"/> Other _____ <small>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</small>			
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 _____ Execution Date: <u>June 1, 2003</u>		4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>1756495, 2333182, 2108923</u> Additional number(s) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Mary L. Kevlin, Esq.</u> Internal Address: _____ <u>Cowan, Liebowitz & Latman, P.C.</u> Street Address: <u>1133 Avenue of the Americas</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10036-6799</u>		6. Total number of applications and registrations involved: <u>3</u> 7. Total fee (37 CFR 3.41)..... <u>\$90.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>03-3415</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Mary L. Kevlin</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>July 9, 2003</u> Date </div> </div> <p style="text-align: center;">Total number of pages including cover sheet, attachments, and document: <u>8</u></p>					

CH \$90.00 033416 1756495

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.


 Name: Mary L. Kevlin
 Date: July 9, 2003

ASSIGNMENT

This Assignment is made this 15th day of June 2003, by and between BMG Music, at 1540 Broadway, New York, NY 10036("Assignor"), and BMG Songs, Inc., at 8750 Wilshire Boulevard, Beverly Hills, CA 90211("Assignee").

WHEREAS, Assignor owns certain trademarks (the "Trademarks") and corresponding registrations (the "Registrations") identified on Schedule A;

WHEREAS, Assignee is desirous of acquiring the Trademarks and Registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby sells, transfers, conveys, and assigns to Assignee all right, title and interest in and to the Trademarks and corresponding Registrations, together with the goodwill of the business symbolized by the Trademarks and the Registrations, including all rights to sue and recover for past infringement.

2. Assignor agrees to execute all documents and assist in all proceedings to perfect, register, or record the rights of the Assignee to the Trademarks as Assignee may deem appropriate. If Assignor does not, within five (5) days of presentment, return the requested executed documents, then Assignee is hereby granted a limited power of attorney to execute all such documents on behalf of Assignor. This power of attorney is coupled with an interest and is irrevocable.

BMG MUSIC

BMG SONGS, INC.

Anne Chwat
By: Anne Chwat
Title: Vice President
Dated: 1 June 2003

Scott Francis
By: Scott Francis
Title: President
Dated: 1 June 2003

SCHEDULE A

Trademark

Registration Number

EAR CANDY & DESIGN

1756495

GROOVETOWN

2333182

GROOVETOWN & DESIGN

2108923



TRADEMARK



groovetown

TRADEMARK