

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bertelsmann Music Group, Inc.		02/01/2003	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	BMG Music
Street Address:	1540 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	PARTNERSHIP: NEW YORK

PROPERTY NUMBERS Total: 10		
Property Type	Number	Word Mark
Registration Number:	2667811	J RECORDS
Registration Number:	2671095	J
Registration Number:	2671094	J RECORDS
Serial Number:	76111371	J RECORDS
Serial Number:	76163762	J RECORDS
Serial Number:	76163764	J RECORDS
Serial Number:	76163766	J
Serial Number:	76163768	J
Serial Number:	76163763	J RECORDS
Serial Number:	76163767	J

CORRESPONDENCE DATA	
Fax Number:	(212)326-0806
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212 326 0831

CH \$265.00 2667811

Email: tlee@pryorcashman.com
Correspondent Name: Teresa A. Lee, Esq.
Address Line 1: Pryor Cashman Sherman & Flynn LLP
Address Line 2: 410 Park Avenue, 10th Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

08155.00001

NAME OF SUBMITTER:

Teresa A. Lee

Total Attachments: 5

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TRADEMARK ASSIGNMENT

This Agreement (hereinafter the "Agreement") is made and entered into effective February 1, 2003 (hereinafter the "Effective Date") by and between Bertelsmann Music Group, Inc. (hereinafter "Bertelsmann"), a corporation organized and existing under the laws of the State of Delaware, with an office at 1540 Broadway, New York, NY 10036, on the one hand, and BMG Music (hereinafter "BMG"), a partnership organized and existing under the laws of the State of New York, with an office at 1540 Broadway, New York, NY 10036, on the other hand;


WHEREAS, Bertelsmann owns the trademark applications and registrations for the marks J RECORDS, J RECORDS *with Design*, J RECORDS *with Color Design*, J *with Design* and J *with Color Design* (hereinafter collectively referred to as the "Marks") in the United States, Canada, European Union, Australia, New Zealand, Australia and Japan, as shown in Schedule A attached hereto; and

WHEREAS, BMG wishes to acquire from Bertelsmann all right, title and interest in, to and under such Marks.

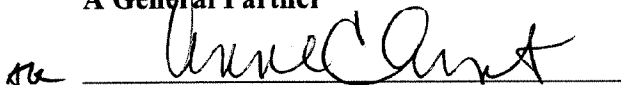
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Bertelsmann hereby assigns, transfers and conveys to BMG, its successors, assigns and legal representatives forever, Bertelsmann's entire right, title and interest throughout the world in and to such Marks, together with that part of the goodwill of Bertelsmann's business connected with the use thereof and symbolized thereby, and any and all of Bertelsmann's other rights, privileges and

priorities provided under the United States, state or foreign law with respect to the Marks, including, without limitation, Bertelsmann's common law rights and rights under the laws of unfair competition (hereinafter collectively referred to as the "Transferred Rights"), and any and all of Bertelsmann's rights to obtain renewals, reissues, and extensions for such Marks upon registration of such Marks throughout the world, or other legal protections pertaining to the Transferred Rights.

BERTELSMANN MUSIC GROUP, INC.

SK 
Name: Sally M. Breuss
Title: Assistant Secretary

BMG MUSIC
By ARIOLA EURODISC, INC.
A General Partner

SK 
Name: Anne Chwat
Title: Chief Ethics & Compliance Officer
and Secretary

SCHEDULE A

TRADEMARK PORTFOLIO – WORLDWIDE

<u>Mark and Appl./Reg. No.</u>	<u>Country</u>	<u>Goods / Service General Categories and Class(es)</u>
J RECORDS Reg. No. 2,667,811	United States	Recorded product in cl. 9.
J RECORDS <i>with Design</i> Reg. No. 2,671,094	United States	Recorded product in cl. 9.
J RECORDS <i>with Color Design</i> Appl. Serial No. 76/163,763	United States	Recorded product in cl. 9.
<i>J with Design</i> Reg. No. 2,671,095	United States	Recorded product in cl. 9.
<i>J with Color Design</i> Appl. Serial No. 76/163,767	United States	Recorded product in cl. 9.
J RECORDS Appl. Serial No. 76/111,371	United States	Entertainment services in cl. 41.
J RECORDS <i>with Design</i> Appl. Serial No. 76/163,762	United States	Entertainment services in cl. 41.
J RECORDS <i>with Color Design</i> Appl. Serial No. 76/163,764	United States	Entertainment services in cl. 41.
<i>J with Design</i> Appl. Serial No. 76/163,766	United States	Entertainment services in cl. 41.
<i>J with Color Design</i> Appl. Serial No. 76/163,768	United States	Entertainment services in cl. 41.
J RECORDS Appl. Serial No. 1084699	Canada	Recorded product in cl. 9.
J RECORDS Appl. Serial No. 1084698	Canada	Online retail and ordering services in cl. 35.
J RECORDS Appl. Serial No. 1084697	Canada	Entertainment services in cl. 41.
J RECORDS <i>with Design</i> Appl. Serial No. 1084695	Canada	Recorded product in cl. 9; Online retail and ordering services in cl. 35; and Entertainment services in cl. 41.

<u>Mark and Appl./Reg. No.</u>	<u>Country</u>	<u>Goods / Service General Categories and Class(es)</u>
J with Design Appl. Serial No. 1084696	Canada	Recorded product in cl. 9; Online retail and ordering services in cl. 35; and Entertainment services in cl. 41.
J RECORDS Reg. No. 2013944	European Union	Recorded product in cl. 9; Online retail and ordering services in cl. 35; and Entertainment services in cl. 41.
J RECORDS with Design Reg. No. 2013985	European Union	Recorded product in cl. 9; Online retail and ordering services in cl. 35; and Entertainment services in cl. 41.
J RECORDS Reg. No. 629033	New Zealand	Recorded product in cl. 9.
J RECORDS with Design Reg. No. 629036	New Zealand	Recorded product in cl. 9.
J RECORDS Reg. No. 629034	New Zealand	Online retail and ordering services in cl. 35.
J RECORDS with Design Reg. No. 629037	New Zealand	Online retail and ordering services in cl. 35.
J RECORDS Reg. No. 629035	New Zealand	Entertainment services in cl. 41.
J RECORDS with Design Reg. No. 629038	New Zealand	Entertainment services in cl. 41.
J RECORDS Appl. Serial No. 912296	Australia	Recorded product in cl. 9.
J RECORDS with Design Reg. No. 860970	Australia	Recorded product in cl. 9.
J RECORDS Appl. Serial No. 912334	Australia	Online retail and ordering services in cl. 35.
J RECORDS with Design Reg. No. 860968	Australia	Online retail and ordering services in cl. 35.
J RECORDS Appl. Serial No. 912297	Australia	Entertainment services in cl. 41.

<u>Mark and Appl./Reg. No.</u>	<u>Country</u>	<u>Goods / Service General Categories and Class(es)</u>
J RECORDS <i>with Design</i> Reg. No. 860971	Australia	Entertainment services in cl. 41.
J RECORDS <i>with Design</i> Reg. No. 4531902	Japan	Recorded product in cl. 9.
J RECORDS <i>with Design</i> Reg. No. 4548714	Japan	Entertainment services in cl. 41.