

Form PTO-1594

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
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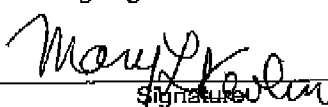
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>BMG Music</u></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-State _____  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>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></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 <u>California</u>  <input type="checkbox"/> Other _____</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 17, 2003</u></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) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) <u>2466703, 2736983, 2663878, 2461678, 2782132</u></p> <p>Additional number(s) 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: Name: <u>Mary L. Kevlin, Esq.</u> Internal Address: _____ <u>Cowan, Liebowitz &amp; 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></p>	<p>6. Total number of applications and registrations involved: ..... <u>5</u></p> <p>7. Total fee (37 CFR 3.41)..... <u>\$140.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <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.*

Mary L. Kevlin                                            November 18, 2003  
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.

Name: Mary L. Kevlin  
Date: November 18, 2003

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U.S TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made the 17<sup>th</sup> day of November, 2003, 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 8750 Wilshire Boulevard, Beverly Hills, California 90211 ("Assignee").

WHEREAS, Assignor is the owner of the application and registrations listed on Schedule "A" (the Marks), and


WHEREAS, Assignee wishes to acquire all of Assignor's right, title and interest in the Marks listed on Schedule "A" together with the goodwill of the business to which the marks pertain

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 Marks listed on Schedule "A" 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.

IN WITNESS WHEREOF, Assignor has executed this U.S. Trademark Assignment as of November 19, 2003.

BMG MUSIC

By: 

Name: Anne Chwat  
Title: Vice President  
Bertelsmann Music Group, Inc.  
A Partner in Applicant

SCHEDULE "A"

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
EXPLORER (STYLIZED)	Registration No. 2,466,703	July 3, 2001
EXPLORER (STYLIZED)	Registration No. 2,736,983	July 15, 2003
AUDIO ACTION	Registration No. 2,663,878	December 17, 2002
AUDIO ACTION	Registration No. 2,782,132	November 11, 2003
THE MUSIC MAKES THE MOMENT	Registration No. 2,461,678	June 19, 2001