

08-06-2003

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To the Honorable Commissioner of Patent...

102517096

Original documents or copy thereof.

1. Name of conveying party(ies):

THUG NATION MUSIC

8403

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

Add'l name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: ONE NATION MUSIC, INC.

Internal Address:

Street Address: 4565 S. Hope Springs Road

City: Stone Mountain State: GA ZIP: 30083

- Individual(s) citizenship
- Association
- Partnership
- Corporation - Georgia
- Other:

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 Merger
- Security Agreement Change of Name
- Other

Execution Date: July 31, 2003

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

A. Trademark Application No.(s)

76/020,595 76/020,596 76/020,591 76/020,592
76/020,597 76/020,598 76/020,593 76/020,594

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

OPR/FINANCE
AUG -4 AM 5:31

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

Name: Stanley W. Sokoloff, Esq.

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: Eight (8)

7. Total fee (37 CFR 3.41)\$215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2666

DO NOT USE THIS SPACE

08/05/2003 DBYRNE 00000063 76020593
01 FC:8521 40.00 OP
02 FC:8522 175.00 OP

I, Stanley W. Sokoloff, Esq.
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.

Stanley W. Sokoloff, Esq.
Name of Person Signing

Stanley W. Sokoloff
Signature

August 1, 2003
Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

WHEREAS, THUG NATION MUSIC, a California Partnership, having a principal address at 2220 Colorado Boulevard, Santa Monica, California 90404 (hereinafter "Assignor"), is the owner of the pending United States applications as shown in Exhibit A hereto (hereinafter the "Marks") and as shown in the records of the U.S. Patent and Trademark Office; and

WHEREAS, ONE NATION MUSIC, INC., a Georgia corporation, having a principal address at c/o SMASH, INC., 4565 South Hope Springs Road, Stone Mountain, Georgia 30083 (hereinafter "Assignee") is desirous of acquiring all rights, title and interest to the Marks; and

WHEREAS, the Assignor is willing to transfer and assign all of its rights, title and interest to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee all of its rights, title and interests to the Marks, together with the goodwill of the business pertaining thereto and all resulting registrations and all common law rights therein and including, but not limited to, the right to bring actions for past and future infringements of the Marks and the right to solely recover any damages, costs and settlements related to such infringements.

Date: 7/31/03

THUG NATION MUSIC
(Assignor)

By: [Signature]
Malcolm Greenidge
General Partner

EXHIBIT A

PENDING APPLICATIONS

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
OUTLAWZ	76/020,595	April 7, 2000
OUTLAWZ	76/020,596	April 7, 2000
OUTLAWZ	76/020,597	April 7, 2000
OUTLAWZ	76/020,598	April 7, 2000
OUTLAWZ RECORDS	76/020,591	April 7, 2000
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OUTLAWZ RECORDS	76/020,594	April 7, 2000