

12-10-2003

Form PTO-1594
(Rev. 10/02)
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Tab settings



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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):
Warner Music Group Inc.
12-5-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State *Delaware*
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Ruffnation, LLC
Internal Address: _____
Street Address: 101 Charles Drive
City: Brynmar State: PA Zip: 19010

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Pennsylvania
 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: 11/22/03

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/784,205
 B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,582,906

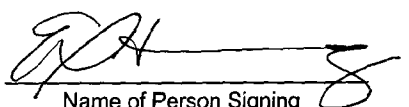
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Erin S. Hennessy
 Internal Address: _____
 Street Address: Time Warner Inc.
75 Rockefeller Plaza
 City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
20-1112

DO NOT USE THIS SPACE

9. Signature.

 Name of Person Signing _____
 Signature Erin S. Hennessy
 Date 12-02-03

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002877 FRAME: 0051

TRADEMARK ASSIGNMENT

WHEREAS Warner Music Group Inc. (a Delaware corporation) (the "Assignor"), with offices located at 75 Rockefeller Plaza, New York, New York 10019, is the owner of the following trademarks/service marks in the United States Patent and Trademark Office (hereinafter the "Trademark(s)"):

Mark: Application No.: Application Date:
RUFFNATION 75/784,205 August 25, 1999

Mark: Registration No.: Date Granted:
RUFFNATION 2,582,906 June 18, 2002

WHEREAS Ruffnation, LLC, (a Pennsylvania corporation) (the "Assignee"), with offices located at 101 Charles Drive, Brynmawr, Pennsylvania 19010, is desirous of acquiring the Trademark(s) and all applications and registrations therefor; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign to the Assignee all right, title and interest in and to the Trademark(s), and any applications or registrations therefor, together with the goodwill of the business symbolized by the Trademark(s), the portion of Assignor's business to which said Trademark(s) pertain, and all applications and registrations therefor, along with the right to sue for past infringement.

This assignment is effective as of November 22, 2003.

Warner Music Group Inc.

By: [Signature]
Name: Spencer B. Hays
Title: Senior Vice President

Date: November 22, 2003

State of New York :
 : ss
County of New York :

On the 22 day of November, 2003, before me personally came Spencer B. Hays, to me known, who, being by me duly sworn, did depose and say that he resides at New York, New York; that he is the Senior Vice President of Warner Music Group Inc., the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the board of directors of said corporation.

[Signature]
Notary Public

EMILIE CREA
Notary Public, State of New York
No. 01CR-4805818
Qualified in Nassau County
Certificate on File in New York County
Commission Expires April 30, 2006