

Form PTO-1504
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy hereof.

1. Name of conveying party(ies):
SEE ATTACHED

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other SEE ATTACHED

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

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

Name: EMI (IP) LIMITED
Address: 27 Wrights Lane
London W8 5SW, United Kingdom

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation England and Wales
 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) & addresses attached?
Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: July 19, 2004

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

A. Trademark Application No.(s)
B. Trademark Registration No.(s).
SEE ATTACHED

Additional Numbers attached? Yes No

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

Name: Lawrence Eli Apolzon

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

Tel: (212)813-5900; Fax: (212)813-5901

6. Total number of applications and registration involved:.....6

7. Total fee (37 CFR 3.41) \$ 165.00

Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:
23-0825; Docket No. EMIP - 0308707


(Attach duplicate copy of this page if paying by deposit account)

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.

Lawrence Eli Apolzon
Name of Person Signing


Signature

8/18/04
Date

Total number of pages comprising cover sheet:

CH \$165.00 230825 2089508

Name of Conveying Parties:

EMI RECORDS LIMITED, a United Kingdom Limited Liability Corporation

VIRGIN RECORDS LIMITED, a United Kingdom Limited Liability Corporation

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SCHEDULE

TRADEMARK	REGISTRATION NO.
NOW THAT'S WHAT I CALL MUSIC	2,089,508
NOW! MUSIC	2,484,158
NOW! MUSIC	2,386,929
NOW! MUSIC	2,606,281
NOW DANCE	2,462,073
NOW	2,112,881

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ASSIGNMENT

WHEREAS, EMI RECORDS LIMITED, a limited liability corporation organized and existing under the laws of the United Kingdom located and doing business at 43 Brook Green, London W6 7EF, United Kingdom and VIRGIN RECORDS LIMITED, a limited liability corporation organized and existing under the laws of the United Kingdom located and doing business at 553-579 Harrow Road, London W10 4RH, United Kingdom, joint applicants ("**Assignors**"), are the owners of the trademarks now registered in the United States Patent and Trademark Office in the attached schedule (hereinafter, the "**Trademarks**");

and WHEREAS, EMI (IP) LIMITED, a corporation organized and existing under the laws of England and Wales located and doing business at 27 Wrights Lane, London W8 5SW, United Kingdom ("**Assignee**"), is desirous of acquiring said Trademarks with that part of the goodwill of the business connected with the use of and symbolized by the Trademarks; and

WHEREAS, to the best of the Assignors' knowledge no proceedings to cancel the registrations of said Trademarks are pending and no other party makes a claim of ownership to these Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignors hereby assigns to Assignee all right, title and interest in and to said Trademarks and the above-named registrations therefor, together with that part of the goodwill of the business connected with the use of and symbolized by said Trademarks, and with all claims that could be asserted by Assignors arising out of or relating to the use or ownership of said Trademarks.

EMI RECORDS LIMITED

By: 

Name: JULIAN FRENCH

Title: DIRECTOR

Date of Signature: 19/7/04

-and-

VIRGIN RECORDS LIMITED

By: 

Name: JULIAN FRENCH

Title: DIRECTOR

Date of Signature: 19/7/04

SCHEDULE

TRADEMARK	REGISTRATION NO.
NOW THAT'S WHAT I CALL MUSIC	2,089,508
NOW! MUSIC	2,484,158
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NOW	2,112,881

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registration No. 2,089,508
 Mark: NOW THAT'S WHAT I CALL MUSIC
 Registration Date: August 19, 1997
 Our Ref: EMIP - 0308707

Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3514

APPOINTMENT OF DOMESTIC REPRESENTATIVE

EMI (IP) Limited, a corporation organized and existing under the laws of England and Wales, located at 27 Wrights Lane, London W8 5SW, United Kingdom, the owner of the above registration, hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900), its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

EMI (IP) LIMITED

By: 
 [Signature]

Name: FRANCES HARDING
 [Printed or typed]

Title: DIRECTOR

Date: 15 JULY 2004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE


Registration No. 2,484,158
Mark: NOW! MUSIC
Registration Date: September 4, 2001
Our Ref: EMIP - 0308707

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

APPOINTMENT OF DOMESTIC REPRESENTATIVE

EMI (IP) Limited, a corporation organized and existing under the laws of England and Wales, located at 27 Wrights Lane, London W8 5SW, United Kingdom, the owner of the above registration, hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900), its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

EMI (IP) LIMITED

By: 
[Signature]

Name: FRANCES HARDING
[Printed or typed]

Title: DIRECTOR

Date: 15 JULY 2004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

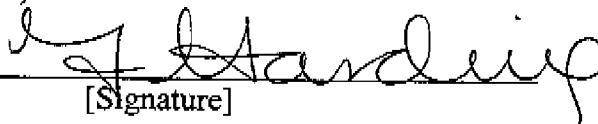
Registration No. 2,386,929
Mark: NOW! MUSIC
Registration Date: September 19, 2000
Our Ref: EMIP - 0308707

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

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EMI (IP) Limited, a corporation organized and existing under the laws of England and Wales, located at 27 Wrights Lane, London W8 5SW, United Kingdom, the owner of the above registration, hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900), its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

EMI (IP) LIMITED

By: 
[Signature]

Name: FRANCES HARDING
[Printed or typed]

Title: DIRECTOR

Date: 15 JULY 2004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

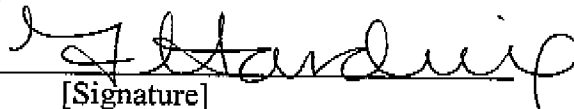
Registration No. 2,606,281
 Mark: NOW! MUSIC
 Registration Date: August 13, 2002
 Our Ref: EMIP - 0308707

Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3514

APPOINTMENT OF DOMESTIC REPRESENTATIVE

EMI (IP) Limited, a corporation organized and existing under the laws of England and Wales, located at 27 Wrights Lane, London W8 5SW, United Kingdom, the owner of the above registration, hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900), its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

EMI (IP) LIMITED

By: 
 [Signature]

Name: FRANCES HARDING
 [Printed or typed]

Title: DIRECTOR

Date: 15 JULY 2004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

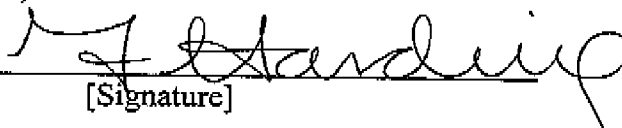
Registration No. 2,462,073
Mark: NOW DANCE
Registration Date: June 19, 2001
Our Ref: EMIP - 0308707

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

APPOINTMENT OF DOMESTIC REPRESENTATIVE

EMI (IP) Limited, a corporation organized and existing under the laws of England and Wales, located at 27 Wrights Lane, London W8 5SW, United Kingdom, the owner of the above registration, hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900), its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

EMI (IP) LIMITED

By: 
[Signature]

Name: FRANCES HARDING
[Printed or typed]

Title: DIRECTOR

Date: 15 JULY 2004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

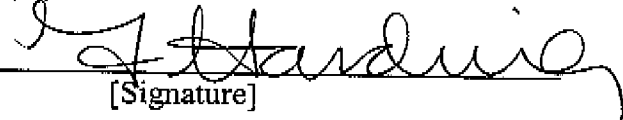
Registration No. 2,112,881
Mark: NOW
Registration Date: November 11, 1997
Our Ref: EMIP - 0308707

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

APPOINTMENT OF DOMESTIC REPRESENTATIVE

EMI (IP) Limited, a corporation organized and existing under the laws of England and Wales, located at 27 Wrights Lane, London W8 5SW, United Kingdom, the owner of the above registration, hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900), its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

EMI (IP) LIMITED

By: 
[Signature]

Name: FRANCES HARDING
[Printed or typed]

Title: DIRECTOR

Date: 15 JULY 2004