

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):
VIRGIN MUSIC GROUP LIMITED

Individual(s) Association
 General Partnership Limited Partnership
 Corporation England
 Other _____

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

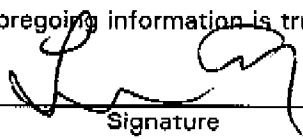
Authorized to be charged to deposit account
 (Only if total fee is not sufficient)

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  8/18/04
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: _____

CH \$165.00 230825 2192979

SCHEDULE

TRADEMARKS	REGISTRATION NO.
VERNON YARD RECORDINGS	2,192,979
NT NOO TRYBE and Design	2,092,633
CIRCA	2,129,646
PURE MOODS	2,190,761
VYR and Design	2,124,840
DIGITAL GARDEN	2,161,206

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ASSIGNMENT

WHEREAS, VIRGIN MUSIC GROUP LIMITED, a corporation organized and existing under the laws of England located at 27 Wrights Lane, London W8 5SW, United Kingdom

("Assignor"), is the owner of the trademarks now registered in the United States Patent and Trademark Office listed 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 Assignor's 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, Assignor 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 Assignor arising out of or relating to the use or ownership of said Trademarks.

VIRGIN MUSIC GROUP LIMITED

By: 

Name: JULIAN FRENCH

Title: DIRECTOR

Date of Signature: 11/7/04

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