

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):
BMG SONGS, INC.

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

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

2. Name and address of receiving party(ies):
Name: BMG MUSIC PUBLISHING NA, INC.
Address: 1540 Broadway
New York, New York 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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 30, 2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
SEE ATTACHED

Additional Numbers attached? Yes No

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

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:.....26

7. Total fee (37 CFR 3.41) \$ 665.00

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


8. Deposit account number:
23-0825; Docket No.: BMGS - 0422818

(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
10/27/04 Date

Total number of pages comprising cover sheet: _____

CH \$665.00 230825 78311581

SCHEDULE OF TRADEMARKS

TRADEMARKS	SERIAL NO. / REGISTRATION NO.
ARE YOU LISTENING?	78/311,581
AUDIO ACTION	2,663,878
AUDIO ACTION	2,782,132
CHRONIC TRAX	2,793,490
CHRONIC TRAX	2,641,688
EAR CANDY and Design	1,756,495
EXPLORER (Stylized)	2,466,703
EXPLORER (Stylized)	2,736,983
GROOVETOWN	2,333,182
G GROOVETOWN and Design	2,108,923
K F/X	78/342,158
KILLER F/X	78/342,105
KILLER MUSIC and Design	1,466,219
KILLER TRACKS	76/053,099
LASERDROP	1,716,792
LASER DROP and Design	1,719,075
LASERDROP	2,855,774
NETWORK	1,267,749
NETWORK	2,098,885
NETWORK and Design	1,296,973
NETWORK MUSIC	76/537,344
NETWORK MUSIC and Design	76/540,263
SHORT TRAX	2,816,826
SHORT TRAX (Stylized)	2,301,000
SLAM!	2,810,391
THE MUSIC MAKES THE MOMENT	2,461,678

I:\ccary\Bmgs\Change of Name\040818 0422818 - Schedule of Trademarks - cac.doc

**SUPPORTING DOCUMENTATION
FOR TRADEMARK CHANGE OF
NAME IS**

NO LONGER REQUIRED

UNDER THE

TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999