

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MusiCares Foundation, Inc.		08/17/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	National Academy of Recording Arts & Sciences, Inc.		
<b>Street Address:</b>	3402 Pico Boulevard		
<b>City:</b>	Santa Monica		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90405		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2376498	MAP MUSICIANS' ASSISTANCE PROGRAM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(678)553-2202		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	678-553-2100		
<b>Email:</b>	atltrademark@gtlaw.com		
<b>Correspondent Name:</b>	Kristen L. Fancher, Esq.		
<b>Address Line 1:</b>	3290 Northside Parkway, Suite 400		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30327		
<b>NAME OF SUBMITTER:</b>	Kristen L. Fancher, Esq.		
<b>Signature:</b>	/kristen l fancher/		
<b>Date:</b>	09/07/2005		
<b>Total Attachments: 1</b>			
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**CH \$40.00 2376498**

**SERVICE MARK ASSIGNMENT**


**WHEREAS**, MusiCares Foundation, Inc., a Delaware corporation with a mailing address of 3402 Pico Boulevard, Santa Monica, California 90405 ("Assignor"), has used and registered with the United States Patent and Trademark Office the service mark MAP MUSICIANS' ASSISTANCE PROGRAM, U.S. Reg. No. 2,376,498, for "non-profit counseling and rehabilitation services assisting musicians and music industry professionals to recover from drug and alcohol problems" (hereinafter the "Mark"); and

**WHEREAS**, National Academy of Recording Arts & Sciences, Inc., a Delaware corporation with a mailing address of 3402 Pico Boulevard, Santa Monica, California 90405 ("Assignee"), is desirous of acquiring any and all rights that Assignor may have in and to the Mark and the registration therefor, together with that part of the good will of the business connected with the use of the Mark and symbolized by the Mark, along with the right to pursue claims and recover damages and profits for past infringements thereof;

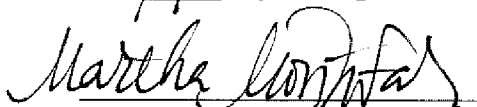
**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, transfer, convey and deliver (and agrees further to assign, transfer, convey and deliver) unto Assignee all right, title and interest in and to the Mark, including the registration therefor and any common law rights therein, in the United States and throughout the world, and any and all similar designations thereto, together with that part of the good will of the business connected with the use of the Mark and symbolized by the Mark, along with the right to pursue claims and recover damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts that Assignee may require in order to vest all of Assignor's right, title, and interest in and to the Mark in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

**MUSICARES FOUNDATION, INC.**

By:   
Name: Neil Portnow  
Title: President  
Date: August 17, 2005

Sworn to and subscribed before me  
This 17 day of August, 2005.

  
Notary Public

