

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| MusiCares Foundation, Inc. | | 12/05/2005 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | National Academy of Recording Arts & Sciences, Inc. | | |
| Street Address: | 3402 Pico Boulevard | | |
| City: | Santa Moica | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 90405 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2882159 | SAFE HARBOR | |
| Registration Number: | 2996309 | SAFE HARBOR ROOM | |
| Registration Number: | 2702092 | SAFE HARBOR | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (678)553-2212 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 678-553-2100 | | |
| Email: | atltrademark@gtlaw.com | | |
| Correspondent Name: | Robert A. Rosenbloum, Esq. | | |
| Address Line 1: | 3290 Northside Parkway, Suite 400 | | |
| Address Line 4: | Atlanta, GEORGIA 30327 | | |
| ATTORNEY DOCKET NUMBER: | 84578.010000 | | |
| NAME OF SUBMITTER: | Jamie Nordhaus Shipp, Esq. | | |
| Signature: | /Jamie Nordhaus Shipp/ | | |

CH \$90.00 2882159

Date:

01/20/2006

Total Attachments: 1

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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 marks listed in Exhibit A (the "Marks"), which Exhibit is attached to this Trademark Assignment and incorporated in it by reference; 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 Marks and the registrations therefor, together with that part of the good will of the business connected with the use of the Marks and symbolized by the Marks, 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 Marks, including the registrations 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 Marks and symbolized by the Marks, 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 Marks 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: *Kristen Madsen*
Name: KRISTEN MADSEN
Title: SL. VICEPRESIDENT
Date: 12/5/05

Sworn to and subscribed before me *Ms*
This *6th* day of ~~November, 2005~~ *January, 2006*
Martha S. Montufar
Notary Public

