

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                         |
|----------------------------------|--|-----------------------|-------------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT   |                       |                         |
| <b>NATURE OF CONVEYANCE:</b>     | Confirmatory Assignment  |                       |                         |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                         |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>      |
| Restless Corporation             |  | 02/13/2006            | CORPORATION: CALIFORNIA |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                         |
| <b>Name:</b>                     | Restless Records, LLC  |                       |                         |
| <b>Street Address:</b>           | 826 S. Victory Boulevard   |                       |                         |
| <b>City:</b>                     | Burbank  |                       |                         |
| <b>State/Country:</b>            | CALIFORNIA   |                       |                         |
| <b>Postal Code:</b>              | 91502  |                       |                         |
| <b>Entity Type:</b>              | LIMITED LIABILITY COMPANY: DELAWARE  |                       |                         |
| <b>PROPERTY NUMBERS Total: 2</b> |  |                       |                         |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                         |
| Registration Number:             | 1446189  | RESTLESS RECORDS      |                         |
| Registration Number:             | 2311746  | RESTLESS BRAND        |                         |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                         |
| <b>Fax Number:</b>               | (310)824-9696  |                       |                         |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                         |
| <b>Phone:</b>                    | 310-824-5555   |                       |                         |
| <b>Email:</b>                    | docketla@fulpat.com  |                       |                         |
| <b>Correspondent Name:</b>       | I. Morley Drucker, Esq.  |                       |                         |
| <b>Address Line 1:</b>           | 6060 Center Drive, Tenth Floor   |                       |                         |
| <b>Address Line 2:</b>           | FULWIDER PATTON LLP  |                       |                         |
| <b>Address Line 4:</b>           | Los Angeles, CALIFORNIA 90045  |                       |                         |
| <b>ATTORNEY DOCKET NUMBER:</b>   | RESTL-50159  |                       |                         |
| <b>NAME OF SUBMITTER:</b>        | I. Morley Drucker  |                       |                         |
| <b>Signature:</b>                | /I. Morley Drucker/  |                       |                         |

CH \$65.00 1446189

Date:

02/28/2006

**Total Attachments: 5**

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**CONFIRMATORY ASSIGNMENT OF TRADEMARKS**

WHEREAS, Restless Corporation, a California corporation, (hereinafter "Assignor"), has, by means of a document entitled "Contribution Agreement", dated July 18, 2002, assigned all of its tangible and intangible assets pertaining to the business of Assignor, including but not limited to the entire right, title and interest in the trademarks set forth in Schedule A (said "Trademarks") and the goodwill of the business symbolized by said Trademarks, to Restless Records, LLC, a Delaware Limited Liability Company (hereinafter "Assignee") for good and valuable consideration;

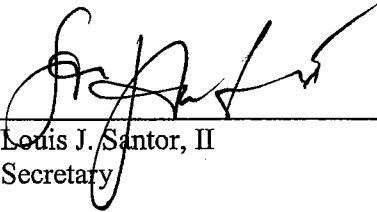
WHEREAS, Restless Records, LLC of Burbank, California 91502 (hereinafter "Assignee") is desirous of confirming the hereinabove described assignment made as of July 18, 2002;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor confirms its prior assignment, unto the said Assignee of all right, title, and interest in and to said Trademarks, together with the goodwill of the business symbolized by said Trademarks.

RESTLESS CORPORATION

Date: 2-13-06

By

  
\_\_\_\_\_  
Louis J. Santor, II  
Secretary

# ALL PURPOSE ACKNOWLEDGMENT

State of California

County: Los Angeles

On 2-13-06, before me,

D. KIEMM (Notary Public), personally appeared,

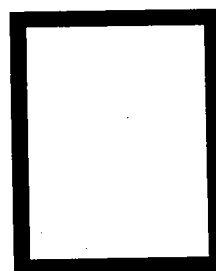
Louis J. Santore

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is ~~is/are~~ subscribed to the within instrument and acknowledged to me that he ~~he/she/they~~ executed the same in his ~~his/her/their~~ authorized capacity (ies), and that by his ~~his/her/their~~ signature(s) on the instrument the person(s), or entity upon behalf of which the person(s) acted, executed the instrument.

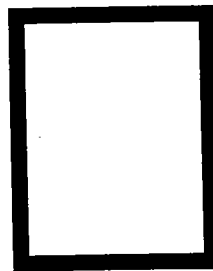
WITNESS MY HAND AND OFFICIAL SEAL.

  
Signature

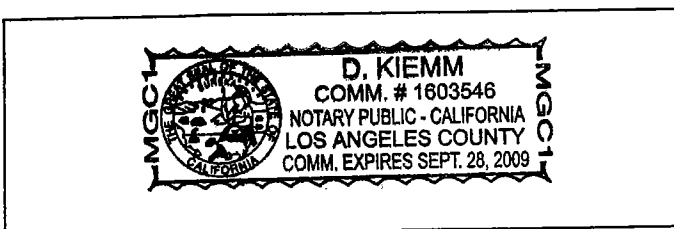
Commission # 1603546



RIGHT THUMB



RIGHT THUMB



**SCHEDULE A**

| MARK                         | GOODS/SERVICES   | REG. NO.<br>(APP. NO.) | REG. DATE<br>(FILING DATE) |
|------------------------------|--|------------------------|----------------------------|
| RESTLESS RECORDS             | phonograph records<br>and pre-recorded<br>audio tapes  | 1,446,189              | July 7, 1987               |
| RESTLESS BRAND<br>and Design | prerecorded audio<br>tapes, video tapes,<br>audio cassettes, and<br>compact discs<br>featuring music | 2,311,746              | January 25, 2000           |

## CONTRIBUTION AGREEMENT

This CONTRIBUTION AGREEMENT (this "Agreement") is made and entered into as of July 18, 2002, by and between Restless Corporation, a California corporation (the "Company"), and Restless Records, LLC, a Delaware limited liability company (the "LLC").

### RECITALS

WHEREAS, the Company is a member of the LLC and holds a 99.99% interest in the capital and profits of the LLC; and

WHEREAS, upon the terms and conditions of this Agreement, the Company wishes to contribute all its assets and liabilities to the LLC, including, without limitation, those assets and liabilities described on Exhibit A hereto.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

### AGREEMENT

1. Contribution.

1.1 Contribution by the Company.

The Company hereby contributes, assigns, transfers, conveys and delivers to the LLC (the "Contribution"), absolutely and unconditionally, all of its right, title and interest in and to all of its assets and liabilities, including, without limitation, those assets and liabilities described on Exhibit A (collectively, the "Restless Assets and Liabilities"). In connection with the Contribution, the Company shall execute the Bill of Sale in the form attached hereto as Exhibit B and the Assignment of Intangible Assets in the form attached hereto as Exhibit C.

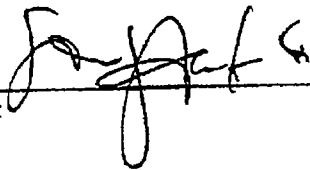
1.2 Acceptance by the LLC.

The LLC hereby accepts the Contribution by the Company to it of the Restless Assets and Liabilities.

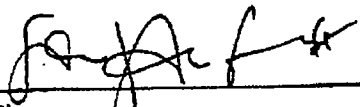
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

RESTLESS CORPORATION

By:   
Name: \_\_\_\_\_  
Title:

RESTLESS RECORDS, LLC

By:   
Name: \_\_\_\_\_  
Title: Louis J. Santor, II  
Secretary

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