

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	07/23/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BMG Music		07/10/2006	General Partnership: NEW YORK

**RECEIVING PARTY DATA**

Name:	Bertelsmann Music Group, Inc.
Street Address:	1540 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2261237	BMG
Registration Number:	2263287	BMG
Registration Number:	2292627	BMG
Registration Number:	2730978	BMG
Registration Number:	1517823	BMG
Registration Number:	1715571	BMG
Registration Number:	3066594	BMG EDITIONS
Registration Number:	2858391	BMG HERITAGE
Registration Number:	2502590	ENTERTAINMENT PAYROLL
Registration Number:	2441405	PP BMG DISTRIBUTION PARTNERSHIP PROGRAM

**CORRESPONDENCE DATA**

CH \$265.00 2261237

Fax Number: (212)813-5901  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-813-5900  
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Correspondent Name: Lawrence Eli Apolzon  
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ATTORNEY DOCKET NUMBER:	BERT - 0509234
NAME OF SUBMITTER:	Lawrence Eli Apolzon
Signature:	/lawrence eli apolzon/
Date:	08/08/2006

Total Attachments: 3  
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**UNITED STATES CONFIRMATORY ASSIGNMENT**

WHEREAS, **BMG MUSIC**, a general partnership organized and existing under the laws of the State of New York, currently with an address of 550 Madison Avenue, New York, New York, 10022 ("Assignor"), was the owner of the following U.S. trademarks registrations listed in Schedule A and all associated goodwill and any and all common law rights in the U.S. and its territories in the trademarks in Schedule B and all associated goodwill (hereinafter, collectively the "Trademarks"):

WHEREAS, **BERTELSMANN MUSIC GROUP, INC.**, a corporation organized and existing under the laws of the State of Delaware, located and doing business at 1540 Broadway, New York, New York, 10036 ("Assignee"), acquired said Trademarks and all associated goodwill in the Trademarks, effective as of July 23, 2004;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby confirms the assignment to Assignee, effective as of July 23, 2004, of all right, title and interest in and to the Trademarks including the registrations therefor in Exhibit A, together with the goodwill of the business symbolized by the Trademarks, and with all claims arising out of or relating to the use or ownership of the Trademarks.

Dated: July 10, 2006

BMG MUSIC

By: 

Name: ROBERT J. SARRENTINO

Title: V.P.

**SCHEDULE A**

<b>TRADEMARKS</b>	<b>REGISTRATION NO.</b>
BMG and Design	2,261,237
BMG and Design	2,263,287
BMG and Design	2,292,627
BMG and Design	2,730,978
BMG and Design	2,254,201 *
BMG and Design	1,517,823
BMG and Design	1,715,571
BMG EDITIONS and Design	3,066,594
BMG ENTERTAINMENT and Design	2,267,412 *
BMG ENTERTAINMENT and Design	2,270,851 *
BMG ENTERTAINMENT and Design	2,297,955 *
BMG ENTERTAINMENT and Design	2,263,288 *
BMG HERITAGE	2,858,391
ENTERTAINMENT PAYROLL and Design	2,502,590
PP BMG DISTRIBUTION PARTNERSHIP PROGRAM and Design	2,441,405
BMG KIDZ and Design	1,795,693 *
BMG KIDZ and Design	74/267,227 **
BMG KIDZ and Design	1,873,384 *
BMG KIDZ and Design	74/267,228 **
BMG KIDZ and Design	1,838,465 *
BMG KIDZ and Design	1,879,716 *

(including all goodwill associated with the marks set forth above)

\* Such registration is now cancelled.

\*\* Such application is now abandoned.

**Schedule B**  
**Marks**

BMG MUSIC SERVICE BONUS BUCKS  
BMG MUSIC SERVICE EXPERIENCE THE FREEDOM logo  
BONUS BUCKS  
BMG EDITIONS logo  
BMG DIRECT LTD logo  
BMG MUSIC SERVICE  
BMG MUSIC SERVICE logo  
EXPERIENCE THE FREEDOM  
ENTERTAINMENT PAYROLL logo  
BMG 3D logo  
BMG HERITAGE  
BMG HERITAGE logo  
BMG DISTRIBUTION PARTNERSHIP PROGRAM logo  
BMG  
BMG and solid triangle logo  
BMG and shattered triangle logo (old logo)  
BMG ENTERTAINMENT logo  
BMG KIDZ triangle and blocks logo  
BMG US LATIN (common law mark)  
BMG STRATEGIC MARKETING GROUP (common law mark)  
BMG CLASSICS (common law mark)

(including all goodwill associated with the marks set forth above)