

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Del Rey Music, Inc		03/10/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Warner/Chappell Production Music, Inc.		
Street Address:	1585 Santa Monica Boulevard		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90025		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3359281		
Registration Number:	3359279	WHO DID THAT MUSIC?	
Registration Number:	3359277	WHO DID THAT MUSIC?	
CORRESPONDENCE DATA			
Fax Number:	(213)630-5745		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2138915031		
Email:	trademark@buchalter.com		
Correspondent Name:	Jessie K. Reider, CA Bar No. 237,113		
Address Line 1:	1000 Wilshire Blvd., Suite 1500		
Address Line 2:	Buchalter Nemer		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
ATTORNEY DOCKET NUMBER:	W0772-1		
NAME OF SUBMITTER:	Jessie K. Reider, CA Bar 237,113		

CH \$90.00 3359281

900157444

**TRADEMARK
 REEL: 004170 FRAME: 0014**

Signature:	/jkr/
Date:	03/18/2010
Total Attachments: 4 source=Warner.Chappell Assignment of Marks#page1.tif source=Warner.Chappell Assignment of Marks#page2.tif source=Warner.Chappell Assignment of Marks#page3.tif source=Warner.Chappell Assignment of Marks#page4.tif	

EXHIBIT D

ASSIGNMENT OF MARKS

WHEREAS, Del Rey Music, Inc., a California corporation, and Groove Addicts, Inc., a California corporation (hereinafter referred to as “**Assignors**”), and whose business address is 1420 2nd Street, Santa Monica, CA 90401, are the owners of the entire right, title and interest in and to the trademarks, registered and unregistered in the United States, and the U.S. applications and registrations thereon as described on Schedule 1, attached hereto and incorporated herein, as well as any other trademarks that Assignors have used in commerce, and all related goodwill represented by those trademarks (hereinafter the “**Marks**”); and

WHEREAS, Warner/Chappell Production Music, Inc., a Delaware corporation (hereinafter referred to as “**Assignee**”), whose principal business address is 10585 Santa Monica Boulevard Los Angeles, CA 90025, is desirous of acquiring all right, title, and interest in and to the Marks throughout the world, all right, title, and interest in and to the U.S. registrations on the Marks, and all common law rights and goodwill associated with such Marks.

NOW, THEREFORE, in consideration of the execution of the Asset Purchase Agreement dated March 10, 2010 by and among Assignee, Assignors and Dain Eric Blair and Sharon Poole Blair, as Co-Trustees of the Blair Living Trust dated December 8, 1994, and the consummation of the transactions contemplated therein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignors:

Assignors agree to, and hereby do, sell, assign, and transfer unto Assignee the entire right, title, and interest in and to the Marks inside and outside the U.S., together with the U.S. registrations thereon, all common law rights associated with the Marks, all of the goodwill associated with the Marks, and the right to sue and recover for infringements occurring prior to this assignment.

[SIGNATURE PAGE FOLLOWS]

Dated: March 10, 2010

ASSIGNORS

DEL REY MUSIC, INC.

By: 

Dain Eric Blair
Chief Executive Officer

GROOVE ADDICTS, INC.

By: 

Dain Eric Blair
Chief Executive Officer

**SIGNATURE PAGE TO
ASSIGNMENT OF MARKS**

**TRADEMARK
REEL: 004170 FRAME: 0017**

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles }

On March 10, 2010 before me, Mary Hammond, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Dain Eric Blair
Name(s) of Signer(s)



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

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal
Signature [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____



Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

SCHEDULE 1

REGISTERED TRADEMARKS	REGISTRATION NO.
	3359281
<p align="center">WHO DID THAT MUSIC?</p>	3359279
<p align="center">WHO DID THAT MUSIC</p>	3359277
<p align="center">GROOVE ADDICTS</p>	3355839
	3358922
<p>UNREGISTERED TRADEMARK</p>	
<p align="center">DEL REY MUSIC</p>	

SIGNATURE PAGE TO
ASSIGNMENT OF MARKS