

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372682

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AWAL (UK) Limited		12/09/2011	LIMITED LIABILITY PARTNERSHIP: ENGLAND
RECEIVING PARTY DATA			
Name:	Kobalt Music Group Limited		
Street Address:	4 Valentine Place		
City:	London		
State/Country:	ENGLAND		
Postal Code:	SE1 8QH		
Entity Type:	CORPORATION: ENGLAND		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3665871	AWAL	
CORRESPONDENCE DATA			
Fax Number:	3036297610		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3035928320		
Email:	ip@bw-legal.com		
Correspondent Name:	Berenbaum Weinshienk PC		
Address Line 1:	370 Seventeenth Street		
Address Line 2:	Suite 4800		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	19329.850		
NAME OF SUBMITTER:	ROSALIE CENTENO		
SIGNATURE:	/ROSALIE CENTENO/		
DATE SIGNED:	02/10/2016		
Total Attachments: 4			
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source=00512307#page2.tif			
source=00512307#page3.tif			

CH \$40.00 3665871

THIS AGREEMENT is made on **9 DECEMBER** 2011

BETWEEN

- (1) The Individuals whose names and addresses are set out in column 1 of Schedule 1 (together the Sellers and each a Seller); and
- (2) Kobalt Music Group Limited, a company incorporated in England and Wales under number 4018752 and whose registered office is at 4 Valentine Place, London SE1 8QH (the Buyer).

INTRODUCTION

- A AWAL (UK) Limited (the Company) is a private company limited by shares incorporated in England and Wales, further details of which are set out in Schedule 2.
- B The Sellers have agreed to sell and the Buyer has agreed to buy the entire issued share capital of the Company on the terms set out in this Agreement.

AGREED TERMS

1 Definitions and Interpretation

1.1 In this Agreement:

Accounts means the individual accounts of the Company (within the meaning of sections 394 and 395 of the Companies Act 2006), comprising a balance sheet and profit and loss account, for the financial year ended on the Accounts Date.

Accounts Date means 31 May 2011.

Accredited List means the list of those third party suppliers who have received Apple Accreditation;

Agreement means this agreement, including the Schedules, as amended, restated or supplemented from time to time.

Apple Accreditation means a system of accreditation to be introduced by Apple recognising third party suppliers who have the highest level of technical ability in respect of digital supply chain services for audio recordings into the iTunes store/service;

Assurance means any warranty, representation, statement, assurance, covenant, agreement, undertaking, indemnity, guarantee or commitment of any nature whatsoever.

AW-Tek means Aw-Tek Limited, a company incorporated in England and Wales under number 07305572 and whose registered office is at 51 Clarke Grove Road, Sheffield, South Yorkshire S10 2NH.

Business Day means a day (other than a Saturday, Sunday or public holiday) when banks in London are open for business.

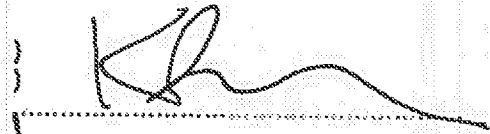
Business Information means all information which is used in or otherwise relates to the Company's business, assets, Intellectual Property, computer systems, customers or financial or other affairs, including information relating to:

- (a) the marketing of goods or services including the names and terms of business of the Company with any customer or supplier;
- (b) the Company's Intellectual Property and the IT Systems; and/or
- (c) future projects, business development or planning or commercial relationships and negotiations.

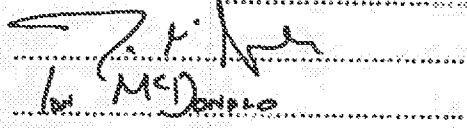
Schedule 1 – Sellers, Sellers' Shareholdings and Entitlements

(1) NAME AND ADDRESS OF SELLER	(2) NUMBER OF SHARES TO BE SOLD	(3) PROPORTION OF CONSIDERATION (%)
Kevin Bacon 86 Liddell Gardens London NW10 3QE	30	30
Jonathan Quarmby Lilley Riding School West Street Lilley LU2 8LH	30	30
Denzyl Feigelson 42b Regents Park Road London NW1 7SX	30	30
Paul Bower 28 Parkfield Place Sheffield S2 4TH	10	10

SIGNED as a DEED by KEVIN BACON
in the presence of



Witness Signature:


.....

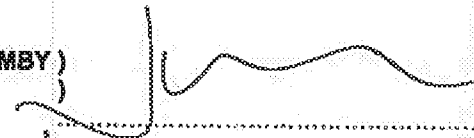
Name:

Mr McDonald
.....

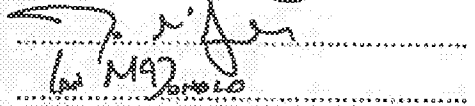
Address:

.....
Lewis Silkin LLP
.....
5 Chancery Lane
.....
Clifford's Inn
.....
London EC4A 1B1
.....

SIGNED as a DEED by JONATHAN QUARMBY)
in the presence of



Witness Signature:


.....

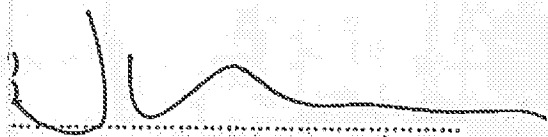
Name:

Mr McDonald
.....

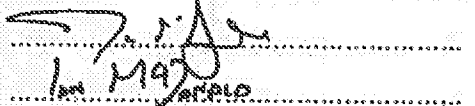
Address:

.....
Lewis Silkin LLP
.....
5 Chancery Lane
.....
Clifford's Inn
.....
London EC4A 1B1
.....

SIGNED as a DEED by DENZYL FEIGELSON)
in the presence of



Witness Signature:


.....

Name:

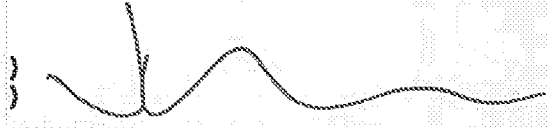
Mr McDonald
.....

Address:

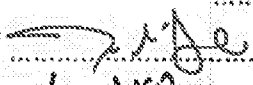
.....
Lewis Silkin LLP
.....
5 Chancery Lane
.....
Clifford's Inn
.....
London EC4A 1B1
.....

AS ATTORNEY

SIGNED as a DEED by PAUL BOWER
in the presence of



Witness Signature:



as witness

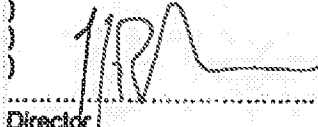
Name:

Mr M J D'Amico

Address:

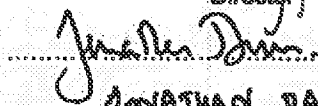
Lewis Silkin LLP
5 Chancery Lane
Clifford's Inn
London EC4A 3BF

EXECUTED as a DEED by KOBALT MUSIC
GROUP LIMITED
by a Director in the presence of



Director

Witness Signature:



Name:

JONATHAN DAVE

Address:

SHANE WHARF, 100, BRIMLEY ROAD
LONDON W6 9HA