

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM462651

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CONCORD PUBLISHING, LLC		08/11/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	RODGERS & HAMMERSTEIN HOLDINGS LLC		
<b>Street Address:</b>	229 West 28th Street - 11th Floor		
<b>Internal Address:</b>	c/o Concord Music		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10001		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 18</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3477112	ACCOMPANEASE	
<b>Registration Number:</b>	1612889	CAROUSEL	
<b>Registration Number:</b>	3390621	G2K	
<b>Registration Number:</b>	3122377	G2K GETTING TO KNOW...	
<b>Registration Number:</b>	3122378	G2K GETTING TO KNOW...	
<b>Registration Number:</b>	1884962	HAPPY TALK	
<b>Registration Number:</b>	3303257	INSTRUMENTALEASE	
<b>Registration Number:</b>	1371381	THE KING AND I	
<b>Registration Number:</b>	1735005	THE KING AND I	
<b>Registration Number:</b>	2505080	THE KING AND I	
<b>Registration Number:</b>	1744458	RODGERS AND HAMMERSTEIN RH	
<b>Registration Number:</b>	1736241	RODGERS AND HAMMERSTEIN RH	
<b>Registration Number:</b>	1891058	RODGERS AND HAMMERSTEIN RH	
<b>Registration Number:</b>	1347361	RODGERS & HAMMERSTEIN	
<b>Registration Number:</b>	1316063	RODGERS & HAMMERSTEIN	
<b>Registration Number:</b>	1331321	RODGERS & HAMMERSTEIN	
<b>Registration Number:</b>	1414921	SOUTH PACIFIC	
<b>Registration Number:</b>	1715564	WILLIAMSON MUSIC A RODGERS AND HAMMERSTE	
<b>TRADEMARK</b>			

CH \$465.00 3477112

**CORRESPONDENCE DATA****Fax Number:** 2124896637*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.***Phone:** 2126996531**Email:** robin.walton@imagem.com**Correspondent Name:** Robin Walton**Address Line 1:** 229 West 28th Street - 11th Floor**Address Line 2:** c/o Concord Music**Address Line 4:** New York, NEW YORK 10001

<b>NAME OF SUBMITTER:</b>	ROBIN WALTON
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<b>SIGNATURE:</b>	/ROBIN WALTON/
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<b>DATE SIGNED:</b>	02/20/2018
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**Total Attachments: 5**

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**ASSIGNMENT**

This assignment ("Assignment") is effective as of **August 11, 2017** by and between **Concord Publishing, LLC**, a Delaware limited liability company with a place of business at 1201 Demonbreun Street, Suite 600, Nashville, Tennessee 37203 (the "Assignor"), on the one hand, and **Rodgers & Hammerstein Holdings LLC**, a Delaware limited liability company with a place of business at 229 West 28<sup>th</sup> Street, 11<sup>th</sup> Floor, New York, New York 10001 (the "Assignee").

**WHEREAS**, Assignor is the owner of the trademarks, service marks, and trade names shown on Schedule A which are attached hereto and made a part hereof, subject to the limitations set forth on Schedule B attached hereto and made a part hereof (the "Marks");

**WHEREAS**, Assignee has succeeded to all rights, title and interest in and to the Marks.

**NOW THEREFORE**, for and in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee absolutely and forever, subject to the limitations set forth in said Schedule B, Assignor's entire right title, and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by the Marks, and all corresponding registrations, as well as all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute any further papers as may be necessary and proper to vest full title in and to the Marks and other corresponding rights in the Assignee.

Assignor hereby consents to the recordation of this Assignment by the Assignee in the countries listed in Schedule A and any other countries as appropriate.

Assignee hereby accepts the assignment of the Marks, applications and registrations listed on Schedule A and any other countries as appropriate.

The individuals signing this document on behalf of corporate entities represent and declare that they are authorized to execute this document on behalf of such corporate entities.

This Agreement may be executed in counterparts which, taken together, shall constitute a fully integrated and binding contract. For the purposes of executed, a fax signature or a signature transmitted electronically by computer file (e.g., .PDF, JPEG or TIFF) shall be deemed as valid as an original.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of this 11th day of August, 2017.

**ASSIGNOR:**

**CONCORD PUBLISHING, LLC**






By:   
Lawrence J. Blake  
Authorized Signatory



**ASSIGNEE:**

**RODGERS & HAMMERSTEIN HOLDINGS LLC**

By:   
Lawrence J. Blake  
Authorized Signatory

**SCHEDULE A**

TRADEMARK	CLASS	COUNTRY	SERIAL NO.	REGISTRATION NO.
ACCOMPANEASE	9	US	76/662512	3,477,112
BABES IN ARMS	41	UK	1526011	1526011
CAROUSEL	16 & 25	US	73/635732	1,612,889
CAROUSEL	6	UK	1529154	1529154
CAROUSEL	21	UK	1529155	1529155
RODGERS & HAMMERSTEIN'S CAROUSEL	25	UK	1529149	1529149
CAROUSEL	6, 21 & 25	EU	8222226	8222226
	16	US	76/679159	3,390,621
	9	US	76/603643	3,122,377
	16	US	76/603898	3,122,378
HAPPY TALK	16	US	74/519733	1,884,962
INSTRUMENTALEASE	9	US	76/662514	3,303,257
THE KING AND I	25	US	73/470,033	1,371,381
THE KING AND I	28	US	74/144815	1,735,005
THE KING AND I	25	US	75/663017	2,505,080
THE KING AND I	25	AUSTRALIA	571730	A571730
THE KING AND I	21	AUSTRALIA	571729	A571729
THE KING AND I	16	AUSTRALIA	571728	A571728
MY FAVOURITE THINGS	14 & 25	UK	2472020	2472020
	16 21???	US	74/079237	1,744,458
	9	US	74/225728	1,736,241

	16	US	74/519729	1,891,058
RODGERS & HAMMERSTEIN	9	US	73/475992	1,347,361
RODGERS & HAMMERSTEIN	35 & 41	US	73/470128	1,316,063
RODGERS & HAMMERSTEIN	41	US	73/486650	1,331,321
THE SOUND OF MUSIC	16	UK	1490969	1490969
THE SOUND OF MUSIC	21	UK	1489525	1489525
THE SOUND OF MUSIC	25	UK	1489526	1489526
THE SOUND OF MUSIC	9, 14, 16, 21 & 25	EU	5813506	5813506
SOUTH PACIFIC	16, 21 & 25	US	73/546043	1,414,921
	16	US	74/079236	1,715,564

**Schedule B**

**Limitations**






- I. The rights conveyed are subject to the interests, as applicable, of The Howard Lindsay Trust and Crouse Literary Properties Company LLC (collectively, "Lindsay and Crouse") in the following:

TRADEMARK	CLASS	COUNTRY	SERIAL NO.	REGISTRATION NO.
THE SOUND OF MUSIC	16	UK	1490969	1490969
THE SOUND OF MUSIC	21	UK	1489525	1489525
THE SOUND OF MUSIC	25	UK	1489526	1489526
THE SOUND OF MUSIC	9, 14, 16, 21 & 25	EU	5813506	5813506

- II. The rights conveyed are subject to the interests of The Lorenz Hart Trust ("Hart Trust") in the following:

TRADEMARK	CLASS	COUNTRY	SERIAL NO.	REGISTRATION NO.
BABES IN ARMS	41	UK	1526011	1526011

### Common Law Trademarks

TRADEMARK	COUNTRY	GOODS/SERVICES
<b>G2K</b>	US	Videocassettes and DVD's featuring dramatico-musical productions & audio compact discs
<b>HAPPY TALK</b>	US	Use on Internet for "Happy Talk" newsletter
R&H (plain) logo 	US	Pre-recorded films, video and audio/video tapes
R&H (plain) logo 	US	Pre-recorded films, DVD
R&H (plain) logo 	US	Pre-recorded audio CDs featuring music
R&H (plain) logo 	US	Theatre & music publications
R&H "Organization" logo 	US	Use on Internet for "Happy Talk" newsletter