

06-08-1998

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100731139

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Tab settings 000 Y

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Distribution North America, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Valley Record Distributors, Inc

Internal Address: _____

Street Address: 1280 Santa Anita Court

City: Woodland State: CA ZIP: 95771

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: March 3, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/055,724

B. Trademark registration No.(s)

MAY 19 1998

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kerry J. McLean, Esq.
Howard, Rice, Nemerovski,

Canady, Falk & Rabkin

Internal Address: _____

Street Address: Three Embarcadero Center,

7th Floor

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed but if found insufficient, is
- Authorized to be charged to deposit account

8. Deposit account number:

08-2792

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kerry J. McLean
Name of Person Signing

Kerry J. McLean
Signature

May 19, 1998
Date

Total number of pages comprising cover sheet

1

OMB No. 0651-0011 (exp. 4-94)

TRADEMARK
REEL: 1736 FRAME: 0935

ASSIGNMENT OF TRADEMARK

WHEREAS Distribution North America, Inc., ("Assignor"), a Massachusetts corporation whose principal place of business is located at 1 Camp Street, Cambridge, Massachusetts, 02140, has adopted, used and is using the following mark for which said Assignor has applied for registration in the United States Patent and Trademark Office;

<u>Mark</u>	<u>Application Date</u>	<u>Application Number</u>
DNA	February 9, 1996	75/055724

WHEREAS Valley Record Distributors, Inc., ("Assignee"), a California corporation whose principal place of business is located at 1280 Santa Anita Court, Woodland, California, 95771, is desirous of acquiring said mark;

NOW, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee, all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark and the above identified application for registration of the said mark and all rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of said mark.

Witness my hand and seal this 3rd day of March, 1997.

Distribution North America, Inc.

By: Marian Leighton Levy
President
Title

State of Massachusetts

County of Middlesex

On this 3rd day of March, 1997, before me personally appeared Marian Leighton Levy, the person who signed this instrument, who acknowledged that she/he signed it as a free act on behalf of Distribution North America, Inc. with authority to do so.

Amy B. Jodice
(Signature of notary public)

My commission expires: 11/17/2000