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01-04-2002



Docket No.:

7753/7

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12-28-2001

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To the Hon

U.S. Patent & TMO/TM Mail Rept Dt. #76

and Tra

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Spitfire Records, Inc.

12/28/01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **New York**
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: **Eagle Rock Entertainment, PLC**

Internal Address: _____

Street Address: **22 Armoury Way, Wandsworth**

City: **London SW181EZ** State: _____ ZIP: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **United Kingdom**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **December 21, 2001**

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

A. Trademark Application No.(s)
75/775,935

Additional numbers Yes No

B. Trademark Registration No.(s)
2,409,413

Yes No

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

Name: **Peter E. Nussbaum**

Internal Address: **Wolff & Samson, PA**

Street Address: **5 Becker Farm Road**

City: **Roseland** State: **NJ** ZIP: **07068**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-2143

01/03/2002 DBYRNE 00000081 75775935

01 FC:481 40.00 OP
02 FC:482 25.00 OP

DO NOT USE THIS SPACE

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.

Peter E. Nussbaum *Peter Nussbaum* **12/26/01**
Name of Person Signing Signature Date

TRADEMARK ASSIGNMENT

This Assignment made this 21 day of December, 2001, by and between Spitfire Records, Inc. and Eagle Rock Entertainment, PLC.;

WITNESSETH

WHEREAS, SPITFIRE RECORDS, Inc., a New York Corporation whose principal place of business is located at 101 Bay Avenue, Hicksville, New York 11801, hereinafter referred to as "Assignor") has adopted, used and is the owner of the following United States Trademark Applications:

Serial No. 75/648,019 for the mark **SPITFIRE RECORDS**, in International Class 9 for musical sound recordings and prerecorded video tapes featuring music, and


Serial No. 75/775,935 for the mark **SPITFIRE** (and Dragon Design) in International Class 9 for musical sound recordings; and

WHEREAS, Eagle Rock Entertainment, PLC., a Corporation organized under the laws of the United Kingdom, having a principal place of business located at 22 Armoury Way, Wandsworth, London SW181EZ, (hereinafter referred to as "Assignee") is desirous of acquiring all rights in and to the aforesaid trademarks, including any and all common law rights in and to the trademarks;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, all right, title and interest throughout the world in and to said trademarks together with the good will of the business symbolized by said trademarks.

Signed at....., this 21 day of December....., 2001.

SPITFIRE RECORDS, INC.



By: Paul R. Bibean
Title: President

APPLICATION FOR TRADEMARK REGISTRATION - PRINCIPAL REGISTER

Mark: SPITFIRE

Int. Class: 9

To the Assistant Commissioner of Trademarks:

Eagle Rock Entertainment, P.L.C., a Corporation organized under the laws of the United Kingdom, having a principal business address of 22 Armoury Way, Wandsworth, London SW181EZ, requests registration of the above-identified mark shown in the accompanying drawing in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. 1051 et. seq., as amended) for musical sound recordings.

The mark was first used at least as early as May 4, 1999, and was first used in interstate commerce at least as early as May 4, 1999, and is now in such use in such commerce.

The mark is used on the goods themselves, on the packaging in which the goods are sold, and in other manners customary in the trade and three specimens of the mark as used are enclosed herewith.

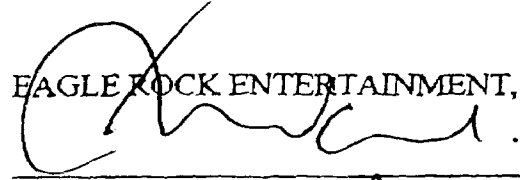
Applicant hereby appoints Peter E. Nussbaum, Michael R. Friscia, and Michelle Schaap of the firm Wolff & Samson, having an address of 5 Becker Farm Road, Roseland, New Jersey 07068-1776, to prosecute this application to registration, to transact all business in the United States Patent and Trademark Office in connection with this application, and to receive the Certificate of Registration. Please direct all communications and telephone calls to Peter E. Nussbaum at the address set forth above and at telephone number (973) 533-6654.

Peter E. Nussbaum, Esq. whose postal address is 5 Becker Farm Road, Roseland, New Jersey 07068-1776, is hereby designated applicant's domestic representative upon whom notices or process in proceedings affecting the mark may be served.

punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of this application or any registration resulting thereon, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the mark sought to be registered, or if the application is being filed under 15 U.S.C. 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief, no other person, firm, corporation, or association has the right to use the above-identified mark in commerce, either in the identical form or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her knowledge are true and all statements made on information and belief are believed to be true.

Date: 13 Jan 2001

EAGLE ROCK ENTERTAINMENT, P.L.C.


By: JULIAN PAUL
Title: DOUBLY CHAIRMAN

ADDRESS:

22 Armoury Way
Wandsworth, London SW181EZ

DATE OF FIRST USE:

May 4, 1999

IN COMMERCE:

May 4, 1999

GOODS:

Musical sound recordings.

SPITFIRE

ATTORNEY:

WOLFF & SAMSON

ADDRESS:

5 BECKER FARM ROAD
ROSELAND, NJ 07068-1776

TELEPHONE:

(973) 533-6654