



01-31-2002

RECORDED

02-19-2002



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRAI

101985031

✓

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

1. Name of conveying party(ies):

1-31-02

The Administration of the Tupac Shakur Estate

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

Additional names of conveying parties attached? Yes No

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

Name: Amaru Entertainment, Inc.

Internal Address: c/o Fuller & Joiner

Street Address: 21241 Ventura Blvd., Suite 148

City: Woodland Hills State: CA ZIP: 91364

Individual(s) citizenship _____

Association _____

Limited Partnership _____

Corporation - State Delaware

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 Merger
- Security Agreement Change of Name
- Other _____

Execution Date: January 9, 2002

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

A. Trademark Application No.(s)

75/173762 75/173755 75/173761 76/271726

75/173756 75/931741 76/271725 76/271727

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Stanley W. Sokoloff

Internal Address: _____

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications/registrations involved: 8

7. Total fee (37 CFR 3.41)\$ 215.00

- Enclosed
- Deficiency of fees authorized to be charged to deposit account

8. Deposit account number:

02-2666

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

DO NOT USE THIS SPACE

02/15/2002 AMWED1 00000140 75173762
01 FC:481 40.00 OP
02 FC:482 175.00 OP

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.

Stanley W. Sokoloff
Name of Person Signing

Stanley W. Sokoloff
Signature

1/10/02
Date

Total number of pages comprising cover sheet: 1

Our File No. 04227.G010

TRADEMARK
REEL: 002444 FRAME: 0771

ASSIGNMENT

WHEREAS, THE ADMINISTRATION OF THE TUPAC SHAKUR ESTATE, a California estate having a principal address at 909 Third Street, Seventh Floor, New York, New York 10022 (hereinafter "Assignor"), has intended to use the following trademarks and service marks and has filed the following application indicating such intention, but has not yet filed allegations of use under §§ 1(c) or 1(d) of the Trademark Act:

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
Black Jesuz	75/173762	September 30, 1996
Thug Nationa	75/173755	September 30, 1996
Outlawz Immortalz	75/173761	September 30, 1996
Thug Life	75/173756	September 30, 1996
2Pac	75/931741	February 28, 2000
Makaveli	76/271725	June 15, 2001
Makaveli	76/271726	June 15, 2001
Makavlie	76/271727	June 15, 2001

WHEREAS, The Administration of the Tupac Shakur Estate is assigning the mark in the above-identified application as part of the entire business to which the mark pertains as required by 15 U.S.C. §1060;

WHEREAS, AMARU ENTERTAINMENT, INC., a Delaware corporation, having a principal address at c/o Faller & Joiner, 21241 Ventura Boulevard, Suite 148, Woodland Hills, California 91364 (hereinafter "Assignee") is desirous of acquiring said service mark and the pending intent-to-use application.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, The Administration of the Tupac Shakur Estate hereby assigns to Assignee all right, title and interest in and to said trademark and said intent-to-use application therefor, together with the goodwill of the business symbolized by said trademark and application to register same.

THE ADMINISTRATION OF THE
TUPAC SHAKUR ESTATE
(Assignor)

Date: _____

1/9/02

By: _____

Afeni Shakur
Afeni Shakur
Co-Administrator