

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Warner Communications Inc.		02/29/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Nonesuch Records Inc.
Street Address:	1290 Avenue of Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10104
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	1666567	NONESUCH
Registration Number:	1492990	N
Registration Number:	1437854	N NONESUCH
Registration Number:	1020406	NONESUCH N

CORRESPONDENCE DATA	
Fax Number:	(212)455-2502
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>
Phone:	(212) 455-2276
Email:	LLevy@stblaw.com
Correspondent Name:	Alison Winick, Esq.
Address Line 1:	Simpson Thacher & Bartlett LLP
Address Line 2:	425 Lexington Avenue
Address Line 4:	New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	013350/0024
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NAME OF SUBMITTER:	Lea B. Levy
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OP \$115.00 1666567

Total Attachments: 13

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TRADEMARK ASSIGNMENT

WHEREAS, Warner Communications Inc., a Delaware corporation, having a place of business at 75 Rockefeller Plaza, New York, New York, 10019 ("Assignor") is the owner of the trademarks and trade names described in Exhibit A (the "Marks") and is the owner of the trademark registrations and applications listed in Exhibit A;

WHEREAS, Nonesuch Records Inc., a Delaware corporation, having a place of business at 1290 Avenue of the Americas, New York, New York, 10104, ("Assignee"), desires to acquire the Marks and the corresponding registrations and applications;

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, the 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 and applications, 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 and to do such other acts as may be necessary and proper to vest full title in and to the Marks and other corresponding rights in the Assignee.

Assignor hereby appoints Assignee and any officer or agent thereof, with full power of substitution, as its true and lawful attorney-in-fact with full irrevocable power and authority in place and stead of Assignor and in the name of Assignor or in its own name, for the purposes of carrying out the terms of this Agreement, to take any and all appropriate actions and to execute any and all documents and instruments which may be necessary or desirable to accomplish the purposes of this Agreement. Furthermore, Assignor agrees that, upon request it will, at Assignee's expense but for no additional consideration, cooperate fully with Assignee in the protection and enforcement of the Marks, including but not limited to, cooperating fully with Assignee in connection with any claims or suits brought by or against Assignee relating to the Marks.

Assignor hereby consents to the recordation of this assignment in the countries listed in Exhibit A and any other countries as appropriate.

Assignee hereby accepts the assignment of the Marks, registrations listed on Exhibit A, and all other rights described in this assignment.

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.

IN WITNESS WHEREOF, this Assignment is effective the 29th day of February 2004.

Warner Communications Inc.

By: Douglas S. Phillips
Name: Douglas S. Phillips
Title: Vice President

Nonesuch Records Inc.

By: _____
Name:
Title:

IN WITNESS WHEREOF, this Assignment is effective the 2nd day of February 2004.

Warner Communications, Inc.

By: _____
Name:
Title:

Nonesuch Records Inc.

By:  _____
Name:
Title:

State of New York }
County of New York }

On February 26, 2004, before me, Emilie Crea, personally appeared Douglas S. Phillips, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Emilie Crea (Seal)

EMILIE CREA
Notary Public, State of New York
No. 01CR-4805518
Qualified in Nassau County
Certificate on File in New York County
Commission Expires April 30, 2006

State of _____ }
County of _____ }

On _____ before me, _____, personally appeared _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____ (Seal)

EXHIBIT A

Country	Trademark Name:	Class	Application No.	Registration No.
Bophuthatswana	NONESUCH	09		B3612/77
Brazil	NONESUCH	NA 09		6665799
Japan	NONESUCH	NA 11		1260716
Japan	NONESUCH	NA 24		1401030
Paraguay	NONESUCH	09	7475	222073
South Africa	NONESUCH	09		B3612/77
United States of America	NONESUCH	09	74/134367	1666567
Venda	NONESUCH	09		B3612/77
Jamaica	NONESUCH & DEVICE (SOLID)	09	TM9/1147	B23983
Algeria	NONESUCH & N (REVISED) DESIGN	09	1007/87	045926
Argentina	NONESUCH & N (REVISED) DESIGN	09	1558645	1712006
Australia	NONESUCH & N (REVISED) DESIGN	09	449410	A449410
Austria	NONESUCH & N (REVISED) DESIGN	09	AM2437/86	114510
Bahrain	NONESUCH & N (REVISED) DESIGN	09	340/93	TM16119
Belize	NONESUCH & N (REVISED) DESIGN	09		6267
Benelux	NONESUCH & N (REVISED) DESIGN	09	685699	422741
Bolivia	NONESUCH & N (REVISED) DESIGN	09		C-46031
Brazil	NONESUCH & N (REVISED) DESIGN	09	812777999	812777999
Bulgaria	NONESUCH & N (REVISED) DESIGN	9	11363	19889
Canada	NONESUCH & N (REVISED) DESIGN	00	624825	369756
Chile	NONESUCH & N (REVISED) DESIGN	09	75394	312935
China	NONESUCH & N (REVISED) DESIGN	NA 14	39907	295855
Colombia	NONESUCH & N (REVISED) DESIGN	09	259488	132201
Costa Rica	NONESUCH & N (REVISED) DESIGN	09	7259	
Croatia	NONESUCH & N (REVISED) DESIGN	9		Z921395

Denmark	NONESUCH & N (REVISED) DESIGN	09	4947/1986	1756/1988
Ecuador	NONESUCH & N (REVISED) DESIGN	09	5873/86	6595/87
Germany	NONESUCH & N (REVISED) DESIGN	09	W61244	DD648298
Egypt	NONESUCH & N (REVISED) DESIGN	09	67899	67899
Finland	NONESUCH & N (REVISED) DESIGN	09	3073/86	
France	NONESUCH & N (REVISED) DESIGN	09	808570	1365955
Ghana	NONESUCH & N (REVISED) DESIGN	09	26269	26269
Greece	NONESUCH & N (REVISED) DESIGN	09, 15	83339	83339
Haiti	NONESUCH & N (REVISED) DESIGN	09		280REG120
Honduras	NONESUCH & N (REVISED) DESIGN	09		50814
Hong Kong	NONESUCH & N (REVISED) DESIGN	09	2869/1986	B1768/1992
Hungary	NONESUCH & N (REVISED) DESIGN	09	2431/90	133457
India	NONESUCH & N (REVISED) DESIGN	09	459061	459061B
Indonesia	NONESUCH & N (REVISED) DESIGN	09		216100
Iran	NONESUCH & N (REVISED) DESIGN	09	100588	66994
Ireland	NONESUCH & N (REVISED) DESIGN	09	390/89	132306
Israel	NONESUCH & N (REVISED) DESIGN	09	64170	64170
Italy	NONESUCH & N (REVISED) DESIGN	09	35202C/86	758017
Japan	NONESUCH & N (REVISED) DESIGN	NA 24	81682/86	2216090
Japan	NONESUCH & N (REVISED) DESIGN	NA 26	119925/88	2289163
Kenya	NONESUCH & N (REVISED) DESIGN	09	34602	34602
Lebanon	NONESUCH & N (REVISED) DESIGN	09		56093
Lithuania	NONESUCH & N (REVISED) DESIGN	09	RL4673	7925
Macau	NONESUCH & N (REVISED) DESIGN	NA 09	1891-M	1891-M
Malta	NONESUCH & N (REVISED) DESIGN	09	18217	18217
Mexico	NONESUCH & N (REVISED) DESIGN	NA 21	64615	368757
Mexico	NONESUCH & N (REVISED) DESIGN	NA 26	64616	371305

Mexico	NONESUCH & N (REVISED) DESIGN	NA 36	68233	376226
Mexico	NONESUCH & N (REVISED) DESIGN	9	141431	433648
Morocco	NONESUCH & N (REVISED) DESIGN	09	40791	40791
Malaysia	NONESUCH & N (REVISED) DESIGN	09	86/03276	86/03276
Nigeria	NONESUCH & N (REVISED) DESIGN	09	TP848/86/6	
Norway	NONESUCH & N (REVISED) DESIGN	09	86/3039	131092
New Zealand	NONESUCH & N (REVISED) DESIGN	09	166910	B166910
Africa	NONESUCH & N (REVISED) DESIGN	09	76616	26706
Oman	NONESUCH & N (REVISED) DESIGN	09	4687	4687
Pakistan	NONESUCH & N (REVISED) DESIGN	09	118461	118461
Panama	NONESUCH & N (REVISED) DESIGN	09	44974	44974
Peru	NONESUCH & N (REVISED) DESIGN	09	108005	67317
Poland	NONESUCH & N (REVISED) DESIGN	09	Z-86705	64919
Portugal	NONESUCH & N (REVISED) DESIGN	09	236.287	236.287
Puerto Rico	NONESUCH & N (REVISED) DESIGN	NA 36		27475
Qatar	NONESUCH & N (REVISED) DESIGN	09	10695	10695
Ras-al-Khaimah	NONESUCH & N (REVISED) DESIGN	09	7442	7275
Romania	NONESUCH & N (REVISED) DESIGN	09	22210	R16913
South Africa	NONESUCH & N (REVISED) DESIGN	09	86/5014	86/5014
El Salvador	NONESUCH & N (REVISED) DESIGN	NA 121, NA 127	1594/88	156
Saudi Arabia	NONESUCH & N (REVISED) DESIGN	09	6263	183/3
Singapore	NONESUCH & N (REVISED) DESIGN	09	S/3411/86	3411/86
Korea, Republic of	NONESUCH & N (REVISED) DESIGN	NA 51	14487/1986	146499
Spain	NONESUCH & N (REVISED) DESIGN	09	1157958	1157958
Sweden	NONESUCH & N (REVISED) DESIGN	09	86/5711	206037
Switzerland	NONESUCH & N (REVISED) DESIGN	09	4756	350018
Taiwan	NONESUCH & N (REVISED) DESIGN	NA 102	(75)37838	360140

Thailand	NONESUCH & N (REVISED) DESIGN	09	158034	309284/KOR46916
Trinidad and Tobago	NONESUCH & N (REVISED) DESIGN	NA 08	16410	16410
Tunisia	NONESUCH & N (REVISED) DESIGN	09	88/023	EE030102
Turkey	NONESUCH & N (REVISED) DESIGN	09	47879/86	94036
United Kingdom	NONESUCH & N (REVISED) DESIGN	09	1272370	B1272370
Uruguay	NONESUCH & N (REVISED) DESIGN	09	213229	213229
United States of America	NONESUCH & N (REVISED) DESIGN	09	692677	1,492,990
United States of America	NONESUCH & N (REVISED) DESIGN	09	609474	1437854
Russian Federation	NONESUCH & N (REVISED) DESIGN	09	104702	80524
Venezuela	NONESUCH & N (REVISED) DESIGN	NA 50	10683/86	136649
Germany	NONESUCH & N (REVISED) DESIGN	09	W36410/9WZ	1159713
Serbia and Montenegro	NONESUCH & N (REVISED) DESIGN	09	Z-203/87	32166
Zambia	NONESUCH & N (REVISED) DESIGN	09	228/86	228/86
Kuwait	NONESUCH & N (REVISED) DESIGN	00009	27198	25148
Latvia	NONESUCH & N (REVISED) DESIGN	09	M-93-1729	M16090
Vietnam	NONESUCH & N (REVISED) DESIGN	09	16625	14175
Macedonia	NONESUCH & N (REVISED) DESIGN	09	Z-203/87	3968
Kyrgyzstan	NONESUCH & N (REVISED) DESIGN	NA 09	104702	80524
Cambodia	NONESUCH & N (REVISED) DESIGN	00009	4071	4069
Estonia	NONESUCH & N (REVISED) DESIGN	09	104702	08711
Laos	NONESUCH & N (REVISED) DESIGN	9	2730	2523
Ukraine	NONESUCH & N (REVISED) DESIGN	09	104702	5128
Kazakhstan	NONESUCH & N (REVISED) DESIGN	09	3481	
Georgia	NONESUCH & N (REVISED) DESIGN	09	008239/03	
Belarus	NONESUCH & N (REVISED) DESIGN	NA 09		1974
European Community	NONESUCH & N (REVISED) DESIGN	09, 16, 41	95844	95844
United Arab Emirates	NONESUCH & N (REVISED) DESIGN	09	11526	

Moldova, Republic of	NONESUCH & N (REVISED) DESIGN	09	004087	3382
Turkmenistan	NONESUCH & N (REVISED) DESIGN	NA 09	1-1533	2763
Bosnia- Herzegovina	NONESUCH & N (REVISED) DESIGN	09		BAZR96261
Armenia	NONESUCH & N (REVISED) DESIGN	09	2127	
Malta	NONESUCH & N (SOLID)	09	35610	35610
Philippines	NONESUCH & N (SOLID) DESIGN	09	68008	49120
Australia	NONESUCH & N DESIGN	09		B330003
Austria	NONESUCH & N DESIGN	22B		62760
Bahrain	NONESUCH & N DESIGN	09	341/93	TM16120
Benelux	NONESUCH & N DESIGN	09	24096	95782
Bolivia	NONESUCH & N DESIGN	NA00009		41798C/45531A
Brazil	NONESUCH & N DESIGN	NA 09		6665802
Canada	NONESUCH & N DESIGN	00	311550	160600
Cyprus	NONESUCH & N DESIGN	09	21027	
Denmark	NONESUCH & N DESIGN	09		1559/1968
Egypt	NONESUCH & N DESIGN	09	58969	58969
Finland	NONESUCH & N DESIGN	09		54282
France	NONESUCH & N DESIGN	09		1431843
Greece	NONESUCH & N DESIGN	09		66587
Hong Kong	NONESUCH & N DESIGN	09	2700/1979	
Hong Kong	NONESUCH & N DESIGN	09	950/1982	
Iceland	NONESUCH & N DESIGN	09	252/1983	389/1983
India	NONESUCH & N DESIGN	09	407157	407157
Indonesia	NONESUCH & N DESIGN	NA 09	HC01015320	203241
Ireland	NONESUCH & N DESIGN	09	3000/80	
Italy	NONESUCH & N DESIGN	09	4211889	575406
Japan	NONESUCH & N DESIGN	NA 24		827829

Japan	NONESUCH & N DESIGN	NA 11		1301037
Japan	NONESUCH & N DESIGN	NA 24		1401031
Lithuania	NONESUCH & N DESIGN	09	2063/RL	6377
Mauritius	NONESUCH & N DESIGN	00009		A34, NO.75
Malaya	NONESUCH & N DESIGN	09	M/84035	M/84035
Mexico	NONESUCH & N DESIGN	09	141432	446949
Norway	NONESUCH & N DESIGN	09		74934
New Zealand	NONESUCH & N DESIGN	09		B86094
Pakistan	NONESUCH & N DESIGN	09	118459	
Philippines	NONESUCH & N DESIGN	09	38279	31707
Qatar	NONESUCH & N DESIGN	09	10694	
Sabah	NONESUCH & N DESIGN	09	S/25154	S/B25154
Sarawak	NONESUCH & N DESIGN	09		SAR/20419
Singapore	NONESUCH & N DESIGN	09	80912	
Singapore	NONESUCH & N DESIGN	09	S/1091/81	B1091/81
Slovenia	NONESUCH & N DESIGN	09	4-67/92(3296	9270653
Sweden	NONESUCH & N DESIGN	09		113833
Sweden	NONESUCH & N DESIGN	09		127481
Switzerland	NONESUCH & N DESIGN	09		359204
Taiwan	NONESUCH & N DESIGN	NA 102		89495
United Kingdom	NONESUCH & N DESIGN	09	B1120137	B1120137
United States of America	NONESUCH & N DESIGN	09	16252	1020406
California	NONESUCH & N DESIGN	NA 38		80399
Russian Federation	NONESUCH & N DESIGN	09	90083	69104
Venezuela	NONESUCH & N DESIGN	NA 50	4628/82	116906-F
Germany	NONESUCH & N DESIGN	09		862134
Latvia	NONESUCH & N DESIGN	00009	M-93-3950	

Kuwait	NONESUCH & N DESIGN	00009	27197	25147
Macedonia	NONESUCH & N DESIGN	NA00009	16/1231	00357
Nigeria	NONESUCH & N DESIGN	00009	17361/93/3	55651
Vietnam	NONESUCH & N DESIGN	09	16624	14174
Kyrgyzstan	NONESUCH & N DESIGN	NA 09	90083	69104
Argentina	NONESUCH & N DESIGN	09	1920182	1546955
Cambodia	NONESUCH & N DESIGN	00009	4070	4068
Estonia	NONESUCH & N DESIGN	09	90083	08713
Laos	NONESUCH & N DESIGN	9	2729	2522
Ukraine	NONESUCH & N DESIGN	09	90083	5132
Georgia	NONESUCH & N DESIGN	09	4481/03	
Philippines	NONESUCH & N DESIGN	09	92190-PN	
Kazakhstan	NONESUCH & N DESIGN	09	3478	
Belarus	NONESUCH & N DESIGN	NA 09		2625
Croatia	NONESUCH & N DESIGN	09	381-04/95-01/0038	
Poland	NONESUCH & N DESIGN	09	Z-150382	
Israel	NONESUCH & N DESIGN	09	100429	100429
European Community	NONESUCH & N DESIGN	09, 16, 41	95836	
Serbia and Montenegro	NONESUCH & N DESIGN	09	Z-25/95	
Tadjikistan	NONESUCH & N DESIGN	09	95002569	
United Arab Emirates	NONESUCH & N DESIGN	09	11506	
Moldova, Republic of	NONESUCH & N DESIGN	09	004085	3171
Turkmenistan	NONESUCH & N DESIGN	NA 09	1-1532	
China	NONESUCH & N DESIGN	09	960087819	
Bosnia-Herzegovina	NONESUCH & N DESIGN	09	BAZ 96572A	
Armenia	NONESUCH & N DESIGN	09		2157
Japan	NONESUCH & N DESIGN & KATAKANA	NA 24		827794

Tadjikistan	NONESUCH & N DESIGN (REVISED)	09	95002570	
Iceland	NONESUCH & N DESIGN (SOLID)	09	610/1986	201/1987
Mauritius	NONESUCH & N DESIGN (SOLID)	9		A/33 NO.316
Zimbabwe	NONESUCH & N DESIGN (SOLID)	09	71/89	71/89
Papua New Guinea	NONESUCH & N DESIGN (SOLID)	09	A59002	
Jordan	NONESUCH & N DESIGN (SOLID)	09		41864
Austria	NONESUCH & N DESIGN (SOLID)	09, 16, 41	AM 4134/96	170459
Benelux	NONESUCH & N DESIGN (SOLID)	09, 16, 41	875547	603765
Chile	NONESUCH & N DESIGN (SOLID)	09	353060	
Chile	NONESUCH & N DESIGN (SOLID)	41	356633	
France	NONESUCH & N DESIGN (SOLID)	09, 16, 41	96636630	96636630
Germany	NONESUCH & N DESIGN (SOLID)	09, 16, 41	39633199.8	39633199
Italy	NONESUCH & N DESIGN (SOLID)	09, 16, 41	RM96C003446	
Indonesia	NONESUCH & N DESIGN (SOLID)	09	D96 19059	
Indonesia	NONESUCH & N DESIGN (SOLID)	41	J96 19232	
Thailand	NONESUCH & N DESIGN (SOLID)	09	317886	
Thailand	NONESUCH & N DESIGN (SOLID)	41	317887	
Africa	NONESUCH & N DESIGN (SOLID)	09	86209	36692
Turkey	NONESUCH & N DESIGN (SOLID)	9, 16		192574
Turkey	NONESUCH & N DESIGN (SOLID)	41	96/12285	
Bolivia	NONESUCH & N DESIGN (SOLID)	09	11040	
China	NONESUCH & N DESIGN (SOLID)	09	960135616	
Taiwan	NONESUCH & N DESIGN (SOLID)	09	85057159	
Paraguay	NONESUCH & N DESIGN (SOLID)	09	23399	
Chile	NONESUCH & N DESIGN (SOLID)	16	353061	
Sweden	NONESUCH & N DESIGN (SOLID)	09	4791/97	332208
Honduras	NONESUCH & N DESIGN (SOLID)	09	5218/97	71069

Panama	NONESUCH & N DESIGN (SOLID)	09	89331	89331
Dominican Republic	NONESUCH & N DESIGN (SOLID)	20		104984