

04-26-1999

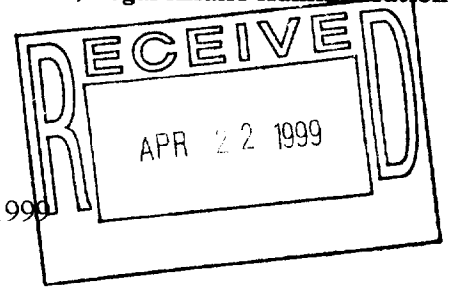


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ROBIN WALTON

Director, Legal Affairs Administration



April 19, 1999

U.S. Patent and Trademark Office
Assignment/Certification Services Division
Box Assignments
Washington, D.C. 20231

Re: **Rodgers and Hammerstein – Trademarks**
Recordation of Assignment of Trademarks

Gentlemen:

Submitted herewith for recording is an Assignment of Trademarks with respect to thirty-two (32) registered trademarks listed on the attached Schedules A and A-1. The Assignment evidences that one of the joint owners of the trademarks, **THE RODGERS FAMILY PARTNERSHIP**, a partnership organized and existing under the laws of the State of New York, which partnership consists of the Family Trust u/w Richard Rodgers and the Dorothy F. Rodgers January 1, 1990 Trust, has transferred its ownership interests therein to **THE RODGERS FAMILY LLC**, a limited liability company of the State of New York, with a place of business c/o The Rodgers and Hammerstein Organization, 1065 Avenue of the Americas, Suite 2400, New York, New York 10018.

It should be noted that:

1. Respecting the trademarks listed on Schedule "A", the **ESTATE OF OSCAR HAMMERSTEIN II**, joint owner of said Marks, has retained its share of the ownership of said registrations; please ensure that, with respect to said trademarks, the Assignment reflects both owners as follows: **THE RODGERS FAMILY LLC and THE ESTATE OF OSCAR HAMMERSTEIN II**; and

2. Respecting the trademarks listed on Schedule "A-1", the **ESTATE OF OSCAR HAMMERSTEIN II, ANNA E. CROUSE, THE HOWARD LINDSAY TRUST and THE TRUST U/W RUSSEL CROUSE**, have retained their respective shares of the ownership of said registrations; please ensure that, with respect to said trademarks, the Assignment reflects all of the following owners: **THE RODGERS FAMILY LLC, THE ESTATE OF OSCAR HAMMERSTEIN II, ANNA E. CROUSE, THE HOWARD LINDSAY TRUST and THE**

1065 AVENUE OF THE AMERICAS • SUITE 2400 • NEW YORK, NY 10018

TELEPHONE: (212) 541-6600 • FAX: (212) 586-6155 • E-MAIL: rwalton@rnh.com • WEBSITE: www.rnh.com

TRADEMARK

REEL: 1888 FRAME: 0108

4.22.99

TRUST U/W RUSSEL CROUSE.

Please charge your recording fee for the Assignment of thirty-two (32) trademarks in the amount of \$815.00 to our deposit account number: **181836**. In addition, I have enclosed the following:

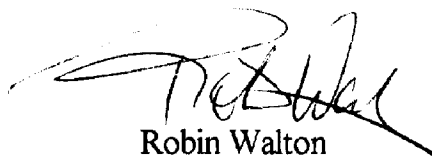
1. Original Assignment executed on April 15, 1999; and
4. a stamped, self-addressed post card. Please acknowledge receipt of the enclosed by stamping this post card and returning it to this office.

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 documents.

Please forward all correspondence with respect to the Assignment to the undersigned at the following address:

Ms. Robin Walton
Director, Legal Affairs Administration
The Rodgers and Hammerstein Organization
1065 Avenue of the Americas - Suite 2400
New York, New York 10018

Very truly yours,



Robin Walton

/encs.

cc: Victoria G. Traube, Esq.
Milton J. Kain, Esq.

SCHEDULE A

<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>DATE REGISTERED</u>
1,731,278	AN ENCHANTED EVENING	November 10, 1992
1,612,889	CAROUSEL	September 11, 1990
1,768,583	DO RE MI	May 4, 1993
1,463,565	GETTING TO KNOW YOU	November 3, 1987
1,775,934	GETTING TO KNOW YOU	June 8, 1993
1,884,962	HAPPY TALK	March 21, 1995
1,387,567	THE KING AND I	March 25, 1986
1,371,381	THE KING AND I	November 19, 1985
1,735,005	THE KING AND I	November 24, 1992
1,463,564	MY FAVORITE THINGS	November 3, 1987
1,896,133	MY FAVORITE THINGS	May 30, 1995
1,423,941	OKLAHOMA!	January 6, 1987
1,491,934	ON YOUR TOES	June 14, 1988
1,347,361	RODGERS AND HAMMERSTEIN	July 9, 1985
1,364,538	RODGERS AND HAMMERSTEIN	October 8, 1985
1,331,321	RODGERS AND HAMMERSTEIN	April 16, 1985
1,316,063	RODGERS AND HAMMERSTEIN	January 22, 1985
1,853,706	RODGERS AND HAMMERSTEIN	September 13, 1994

Schedule A - Continued

<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>DATE REGISTERED</u>
1,744,458	RODGERS AND HAMMERSTEIN RH and Design	January 5, 1993
1,736,241	RODGERS AND HAMMERSTEIN RH and DESIGN	December 1, 1992
1,819,011	RODGERS AND HAMMERSTEIN RH and DESIGN	February 1, 1994
1,856,829	RODGERS AND HAMMERSTEIN RH and DESIGN	October 4, 1994
1,891,058	RODGERS AND HAMMERSTEIN RH and DESIGN	April 25, 1995
1,711,900	SHALL WE DANCE?	September 1, 1992
1,724,322	SOME ENCHANTED EVENING	October 13, 1992
1,845,728	SOME ENCHANTED EVENING	July 19, 1994
1,414,921	SOUTH PACIFIC	October 28, 1986
1,715,564	WILLIAMSON MUSIC	September 15, 1992
1,793,729	YOU'LL NEVER WALK ALONE	September 21, 1993

SCHEDULE A-1

<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>DATE REGISTERED</u>
1,469,099	THE SOUND OF MUSIC	December 15, 1987
1,732,991	THE SOUND OF MUSIC	November 17, 1992
1,738,432	THE SOUND OF MUSIC	December 8, 1992

ASSIGNMENT OF TRADEMARKS

WHEREAS, the **RODGERS FAMILY PARTNERSHIP**, a partnership organized and existing under the laws of the State of New York, which partnership consists of The Family Trust u/w Richard Rodgers and The Dorothy F. Rodgers January 1, 1990 Trust, with a place of business c/o The Rodgers and Hammerstein Organization, 1065 Avenue of the Americas, Suite 2400, New York, New York 10018 ("**Assignor**"); is the **joint owner** with the **ESTATE OF OSCAR HAMMERSTEIN II**, an Estate settled under the laws of the State of New York, the Executors comprising R. Andrew Boose, and Alice H. Mathias of the trademarks now registered in the United States Patent and Trademark Office as set forth on the attached Schedule A;

WHEREAS, Assignor is the **joint owner** with **THE ESTATE OF OSCAR HAMMERSTEIN II, ANNA E. CROUSE, THE HOWARD LINDSAY TRUST**, a Trust settled under the laws of the State of New York, a Trustee being Jeremy Nussbaum and **THE TRUST U/W RUSSEL CROUSE**, a Trust settled under the laws of the State of New York, a Trustee being Jeremy Nussbaum with respect to the trademarks now registered in the United States Patent and Trademark Office as set forth on the attached Schedule A-1; and

WHEREAS, the **RODGERS FAMILY LLC**, a limited liability company of the State of New York, which limited liability company consists of The Family Trust u/w Richard Rodgers and the Family Trust u/w Dorothy F. Rodgers, with a place of business c/o The Rodgers and Hammerstein Organization, 1065 Avenue of the Americas, Suite 2400, New York, New York 10019 ("**Assignee**") has succeeded to the trademark interests of the **RODGERS FAMILY PARTNERSHIP**;

NOW, THEREFORE, in consideration of the sum of \$1.00 and other good and valuable consideration, Assignor hereby assigns to Assignee, with respect to Assignor's interests only, all of Assignor's right, title and interest throughout the World in and to said trademarks therefor, together with the good will of the business symbolized by said trademarks.

IN WITNESS WHEREOF, Assignor has caused this document to be executed this 15th day of April, 1999.

THE RODGERS FAMILY PARTNERSHIP

By: The Family Trust u/w
Richard Rodgers, a Partner

By: The Dorothy F. Rodgers
January 1, 1990 Trust, a Partner

Mary Rodgers Guettel
Mary Rodgers Guettel
Trustee

Mary Rodgers Guettel
Mary Rodgers Guettel
Trustee

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