



07-20-1999

FLH Ref. No.: 540090-1010

07-02-1999

R



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

U.S. Patent & TMO/TM Mail Rcpt Dt. #58

101097389

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

1. Name of conveying party(ies)
conveying
Fish Music Group, Inc. (formerly Cyclops Records Inc.)

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

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

3. Nature of conveyance:

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

Execution Date: February 1, 1999

2. Name and address of receiving party(ies)
Name: Robert Fish
Internal Address: 30 Waterside Plaza, 18A
New York, NY 10010

- Individual(s) citizenship (U.S.)
- Association
- General Partnership
- Limited Partnership
- Corporation-State

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

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

A. Trademark Application No.(s)

B. Trademark Registration Nos. 1) 2,031,890;
2) 2,129,334;
3) 1,374,633;
4) 1,362,036; and
5) 1,660,563.

Additional numbers attached? Yes No

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

Name: Edgar H. Haug, Esq.
FROMMER LAWRENCE & HAUG LLP
745 FIFTH AVENUE
NEW YORK State: NY Zip: 10151

6. Total number of applications and registrations involved 5
7. Total fee (37 CFR 3.41) \$ 200.00

- Enclosed
- Authorized to be charged to deposit account (if additional fees are determined to be due).

8. Deposit account number: 50-0320
(Attach duplicate copy of this page if paying by deposit account).

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.

Barbara Z. Morrissey, Reg. No. 41,205

June 30, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/19/1999 DNGUYEN 00000186 2031890

01 FC:481
02 FC:482

40.00 OP
100.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

0000082825
DNGUYEN 0000082825
07/19/1999
CHECK RE Fund Total: \$60.00

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 001930 FRAME: 0047

RFS0239

35-2-7-99
MEO

ASSIGNMENT

WHEREAS, Fish Music Group, Inc. (Formerly Cyclops Records Inc.), (“ASSIGNOR”), with a place of business at 30 Waterside Plaza, 18A, New York , NY 10010 , owns the following United States Registration Nos:

| <u>Registration No.</u> | <u>Mark</u> |
|-------------------------|-------------|
| 2031890 | DOCUTRAX |
| 2129334 | DOCUTRAX |
| 1374633 | FIT KIDS |
| 1362036 | FIT KIDS |
| 1660563 | FIT KIDS |

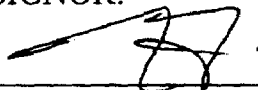
and all common law rights and all goodwill connected with those marks and the associated business(es); and

WHEREAS, Robert Fish (“ASSIGNEE”), with a place of business at 30 Waterside Plaza, 18A, New York , NY 10010, is desirous of acquiring these Registrations, and all common law rights and all goodwill connected with those marks and the associated business(es);

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the ASSIGNOR does hereby sell, assign and transfer unto the ASSIGNEE all of its right, title and interest in and to the mark(s), together with the goodwill of the ASSIGNOR’s business connected with and symbolized by the mark(s).

This assignment is effective as of 2/1/99.

FOR ASSIGNOR:



Name: Robert Fish
Title: *PRESIDENT*

DGB0069.doc