



01-31-2002

U.S. Patent & TMOs/TM Mail Rpt. Dt. #40

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02-19-2002

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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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

3. Nature of conveyance:

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

Execution Date: January 9, 2002

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

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

A. Trademark Application No.(s)

75/177463 75/226422
75/173762 75/979625

B. Trademark Registration No.(s)

2,151,844 2,183,418

Additional numbers attached? Yes No

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: 6

7. Total fee (37 CFR 3.41)\$ 165.00

- 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 AMMED1 00000171 75177463

01 FC:481 40.00 DP
02 FC:482 125.00 DP

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: 0471

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"), is the owner of the U.S. registrations and pending applications as shown in Exhibit A hereto (hereinafter the "Marks") and as shown in the records of the U.S. Patent and Trademark Office; and

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 all rights, title and interest to the Marks; and

WHEREAS, the Assignor is willing to transfer and assign all of its rights, title and interest to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee all of its rights, title and interests to the Marks, together with the goodwill of the business pertaining thereto and the registration and all common law rights thereto and including, but not limited to, the right to bring actions for past and future infringements of the Marks and the right to solely recover any damages, costs and settlements related to such infringements.

THE ADMINISTRATION OF THE
TUPAC SHAKUR ESTATE
(Assignor)

Date: _____

1/9/02

By: _____

Afeni Shakur

Afeni Shakur
Co-Administrator

EXHIBIT A

REGISTERED MARKS

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Euphania	2,151,844	April 21, 1998
2Pac	2,183,418	August 25, 1998

PENDING MARKS

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
Makaveli	75/177463	October 7, 1996
2Pac	75/226422	January 16, 1997
Black Jesuz	75/173762	September 30, 1996
2Pac	75/979625	January 16, 1997