

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Downtown Music LLC		12/30/2012	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Downtown Trademark Holdings LLC		
<b>Street Address:</b>	485 Broadway		
<b>Internal Address:</b>	Third Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10013		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78748634	DOWNTOWN	
<b>Registration Number:</b>	3788762	DOWNTOWN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212 209-3044		
<b>Email:</b>	rclarida@reitlerlaw.com		
<b>Correspondent Name:</b>	Robert W. Clarida		
<b>Address Line 1:</b>	885 Third Ave.		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	5391-05		
<b>NAME OF SUBMITTER:</b>	Robert W. Clarida		

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Signature:	/robert clarida/+
Date:	01/10/2013
Total Attachments: 2 source=Downtown_assignment#page1.tif source=Downtown_assignment#page2.tif	

## TRADEMARK ASSIGNMENT

Downtown Music LLC, a Delaware corporation having a principal place of business at 485 Broadway, 3d Floor, New York, NY 10013 (hereafter "Assignor") assigns and transfers to Downtown Trademark Holdings LLC, a Delaware limited liability company having a principal place of business at 485 Broadway, 3d Floor, New York, NY 10013 (hereafter "Assignee") all statutory and common law right, title and interest in and to the trademarks set forth below (hereafter "Marks"). Assignee is a successor to the portion of Assignor's business to which the Marks pertain.

- (1) DOWNTOWN, U.S. Reg. No. 3,788,762 for "Musical sound recordings; audiovisual recordings, namely, compact discs, audio tapes, audio discs, records, CD-ROMs, video tapes, video cassettes, DVDs, DATs, MP3s, all featuring music; downloadable musical sound recordings; downloadable video recordings featuring music" in International Class 9, claiming first use and use in commerce since February 2006; and
- (2) DOWNTOWN, U.S. application serial number 78748634 for "Record production; music production; audio recording and production; videotape production; motion picture song production; production of video discs for others; recording studios; entertainment services, namely, producing musical audio and video programs; production and distribution of musical videos and radio programs; music composition and transcription for others; song writing services; music publishing services; entertainment in the nature of a live musical performer, musical band and musical group; entertainment in the nature of live performances by a musical artist, musical group and musical band; entertainment in the nature of visual and audio performances by a musical artist, musical group and musical band; entertainment, namely, live music concerts; live performances featuring prerecorded vocal and instrumental performances viewed on a big screen; planning arrangement of showing movies, shows, plays and musical performances; entertainment, namely, personal appearances by a musician, musical group and musical band; entertainment, namely, personal appearances by a television star, movie star, celebrity, comedian and radio personality; entertainment services namely live, televised and movie appearances by a professional entertainer; entertainment services, namely, providing a web site featuring musical performances, musical videos, related film clips, photographs, and other multimedia materials featuring music, music information, entertainment, popular culture and the arts; entertainment services, namely, providing prerecorded music, information

in the field of music, commentary and articles about music, movies, and television, all online via a global computer network; television and radio production; television show production; cable television show production; radio entertainment production; motion picture film production. provision of non-downloadable films and television programs via a video-on-demand service; film editing; special effects animation services for film and video; entertainment in the nature of on-going television, cable television and radio programs featuring music, comedy, dramatic acts and spoken word; television and cable television programs featuring music, drama, spoken word and comedy; entertainment, namely, a continuing variety show broadcast over television, cable television, radio, satellite television, and internet; theatre productions; traveling tour entertainment in the nature of live performances by a professional entertainer featuring music, drama, spoken word and comedy" in International Class 41, claiming a bona fide intention to use the mark in commerce;

This assignment includes all the goodwill of the business symbolized by the above

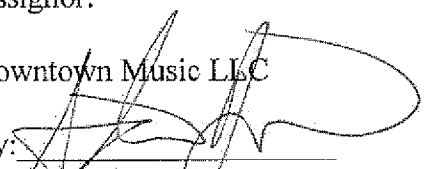
Marks and the right to sue upon and collect damages for past infringements of said

Marks.

Date: 12/30/12

Assignor:

Downtown Music LLC

By:   
Name: Andrew Bergman  
Title: Chief Operating  
Officer