FORM PTO-1594
1-31-92

RE... T... ...ET ...Y

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

06-12-1998

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TRADEMARK REC'D
MAY 21 1998
US PATENT & TRADEMARK OFFICE
64

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To the Honorable Commissioner of Pate... ...ched original documents or copy thereof.

MCD 5-21-98

1. Name of conveying party(ies):
THE CHASE MANHATTAN BANK
(formerly known as Chemical Bank)
270 Park Avenue
New York, New York 10017

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other New York Banking Corporation

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

2. Name and address of receiving party(ies):
Name: All American Music Group
Internal Address: 808 Wilshire Blvd, 4th Floor
Street Address:
City: Santa Monica State: CA ZIP: 90401

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ 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

3. Nature of conveyance:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: November 30, 1977

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
1622146
1127465
1916049

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Peter M. Eichler, Esq.
Internal Address: Troop, Meisinger, Steuber & Pasich
10940 Wilshire Blvd., 8th Floor
Street Address:
City: Los Angeles State: CA ZIP: 90024

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): $ 90.00
☒ Enclosed
If insufficient, then
☒ Authorized to be charged to deposit account

8. Deposit account number:
20-1500
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

06/11/1998 SSMITH 00000050 1622146
01 FC:481 40.00 OP
02 FC:482 50.00 OP

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.

Jimmye B. Smith
Name of Person Signing

Signature

May 21, 1998
Date

Total number of pages comprising cover sheet: 1

TRADEMARK
REEL: 1739 FRAME: 0384

TERMINATION OF TRADEMARK INTEREST

This TERMINATION OF TRADEMARK INTEREST is executed as of November 30, 1997 by The Chase Manhattan Bank (the "Agent"), with reference to the Amended and Restated Credit, Security, Guaranty and Pledge Agreement dated as of April 13, 1995, as amended and restated as of October 23, 1996 (as amended; the "Credit Agreement") among (among others) All American Communications Inc. (the "Company") as Borrower, the Lenders named therein and The Chase Manhattan Bank as Agent (the "Agent").

Pursuant to the Credit Agreement, the Company and/or its subsidiaries executed and delivered to the Agent Trademark Security Agreements (Registrations) and Trademark Security Agreements (Applications) which were recorded with the United States Patent and Trademark Office and the various other documents listed on Schedule 1 hereto (the "Assignments").

For good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby:

(a) terminates the Assignments;

(b) releases the liens and security interests granted to it in and on the property referred to in the Assignments and listed on Schedule 2 hereto (the "Property") and acknowledges, agrees and confirms that it has no right, title or interest in or to (or security interest in) the Property; and

(c) to the extent the Agent shall be deemed to have any right, title or interest in the Property, retransfers and reassigns to the Company (or the relevant subsidiary) all of such right, title and interest.

This Termination of Trademark Interest shall be governed by the laws of the State of New York and shall relate solely to the Assignments and shall in no way be construed as relating to any other interest in the Property which the Agent may have.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Trademark Interest to be executed by its duly authorized officer as of the date first written above.

THE CHASE MANHATTAN BANK
(formerly known as Chemical Bank)

By: David Staples
Name: DAVID G. STAPLES
Title: VICE PRESIDENT

NY02A/179699.1

STATE OF NY)
: ss.:
COUNTY OF NY)

On the 25 day of February, 1998, before me personally came David G. Staples to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of The Chase Manhattan Bank, the banking corporation described in and which executed the foregoing instrument.

Kan Louie
Notary Public

KAN LOUIE
Notary Public, State of New York
No. 24-5004282
Qualified in Kings County
Certificate Filed in New York County
Commission Expires
11-16-98

NY02A/179699.1

Schedule 1

Assignments:

1. Trademark Security Agreement dated April 13, 1995 by All American Communications, Inc., The Baywatch Production Company, The Baywatch Nights Production Company, All American Fremantle International, Inc., All American Productions, Inc., All American Television, Inc., All American Television Production, Inc., All American FDF Holdings, Inc., LBS Communications, Inc., The Malibu Branch Production Company, Santa Monica Sound Recorders, Scotti Brothers Entertainment Industries, Inc., Scotti Brothers Records, Inc., and Talbot Television Limited (severally and collectively as "Pledgor").

   Date Recorded: April 19, 1995
   Reel/Frame: 1336/368

2. Trademark Security Agreement dated October 23, 1996 by All American Communications, Inc..

   Date Recorded: December 11, 1996
   Reel/Frame: 1536/0893

3. Trademark Security Agreement dated October 23, 1996 by All American Communications, Inc..

   Date Recorded: December 11, 1996
   Reel/Frame: 1536/0918

4. Trademark Security Agreement dated October 23, 1996 by All American Communications, Inc..

   Date Recorded: December 11, 1996
   Reel/Frame: 1536/0927

REGISTERED TRADEMARKS

United States Trademark Registrations

Mark	Registration Number	Registration Date
Rock 'N' Roll Records and Design	1,622,146	November 13, 1990
Scotti Bros.	1,480,538	March 15, 1988
BAYWATCH	1,696,583	June 23, 1992
BAYWATCH (and design)	1,737,788	December 1, 1992
(tower design only)	1,735,811	November 24, 1992

[continued on next page]

FILED TRADEMARKS

United States Trademark Filings

Mark	Filing Number	Filing Date
BAYWATCH LIFEGUARD (and design)	74/198939	August 28, 1991
BAYWATCH (and design)	74/233261	December 23, 1991
BAYWATCH (and design)	74/229686	December 12, 1991
BAYWATCH	74/573428	September 14, 1994
BAYWATCH (and design)	74/573429	September 14, 1994
(tower design only)	74/573810	September 15, 1994
BAYWATCH	74/573426	September 14, 1994
BAYWATCH (and design)	74/573427	September 14, 1994
BAYWATCH (writstwatches only)	74/604688	December 16, 1994

TRADEMARK
FILINGS
BAYWATCH PRODUCTION COMPANY

Mark	Class	Application Number	Application Date
1-800-Baywatch	41	74/685958	6/8/95
Baywatch	03	74/619387	1/4/95
	05	74/619389	1/4/95
	09	74/573428	9/14/94
	12	74/619390	1/4/95
	14	74/619395	1/4/95
	18	74/619393	1/4/95
	20	74/619392	1/4/95
	21	74/619391	1/4/95
	24	74/619388	1/4/95
	25	74/626758	1/30/95
	28	74/573426	9/14/94
	29	74/619397	1/4/95
	30	74/619396	1/4/95
	32	74/619398	1/4/95
	42	74/619888	1/9/95
	42	75/031607	12/12/95
Baywatchers	42	74/619889	1/9/95

Mark	Class	Application Number	Application Date
Tower Logo	03		5/21/96
	09	74/573810	9/15/94

TRADEMARK
APPLICATION

Mark	Class	Application number	Application Date
"A" Logo	09	74/631102	2/7/95

TRADEMARKS
REGISTRATIONS

Mark	Owners	Class	Reg. Number	Reg. Date
Baywatch	Baywatch Production Company	14	1913228	8/22/95
		41	1696583	6/23/92
Baywatch & Design	Baywatch Production Company	16	1943067	12/19/95
		25	1924665	10/03/95
		41	1737788	12/01/92
Baywatch Lifeguard & Design	Baywatch Production Company	25	1964352	3/26/96
Tower Logo	Baywatch Production Company	41	1735811	11/24/92
Rock 'N Roll Records	All American Music Group	09	1622146	11/13/90
Scotti Bros.	All American Music Group	09	1127465	12/11/79
Streetlife	All American Music Group	09	1916049	9/05/95

CERTIFICATE OF MAILING BY EXPRESS MAIL

I, JIMMYE B. SMITH, do hereby certify, that the foregoing document, i.e., TRADEMARK ASSIGNMENT, is being deposited as Express Mail with the United States Postal Service, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Box Assignments - FEE, Arlington, Virginia 22202-3513, Express Mail Receipt No. EE358006504US, on this 21st day of May, 1998.

JIMMYE B. SMITH

Trademark: ROCK N ROLL RECORDS
Registration No. 1,622,146

POWER OF ATTORNEY

Applicant hereby appoints PETER M. EICHLER, ESQ., C. DENNIS LOOMIS, ESQ., PAUL R. KATZ, ESQ., TODD B. SEROTA, ESQ., and BRIAN KASELL, ESQ., of TROOP MEISINGER STEUBER & PASICH, LLP,, its attorneys, with offices at 10940 Wilshire Boulevard, 8th Floor, Los Angeles, California 90024-3902 (telephone 310/824-7000), to prosecute this application to record assignment of security interes, with full power of substitution and revocation, to transact all business in the United States Patent and Trademark Office connected therewith and to receive the Proof of Recordation.

ALL AMERICAN MUSIC GROUP

By: Paul A. Pavlis
Paul A. Pavlis
Executive Vice President and General Counsel

Dated: 5-19-98

Trademark: SCOTTI BROS.
Registration No. 1,127,465

POWER OF ATTORNEY

Applicant hereby appoints PETER M. EICHLER, ESQ., C. DENNIS LOOMIS, ESQ., PAUL R. KATZ, ESQ., TODD B. SEROTA, ESQ., and BRIAN KASELL, ESQ., of TROOP MEISINGER STEUBER & PASICH, LLP,, its attorneys, with offices at 10940 Wilshire Boulevard, 8th Floor, Los Angeles, California 90024-3902 (telephone 310/824-7000), to prosecute this application to record assignment of security interes, with full power of substitution and revocation, to transact all business in the United States Patent and Trademark Office connected therewith and to receive the Proof of Recordation.

ALL AMERICAN MUSIC GROUP

By: _____
Paul A. Pavlis
Executive Vice President and General Counsel

Dated: 5-15-98

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TROOP MEISINGER STEUBER & PASICH, LLP

Trademark: STREETLIFE
Registration No. 1,016,049

POWER OF ATTORNEY

Applicant hereby appoints PETER M. EICHLER, ESQ., C. DENNIS LOOMIS, ESQ., PAUL R. KATZ, ESQ., TODD B. SEROTA, ESQ., and BRIAN KASELL, ESQ., of TROOP MEISINGER STEUBER & PASICH, LLP,, its attorneys, with offices at 10940 Wilshire Boulevard, 8th Floor, Los Angeles, California 90024-3902 (telephone 310/824-7000), to prosecute this application to record assignment of security interes, with full power of substitution and revocation, to transact all business in the United States Patent and Trademark Office connected therewith and to receive the Proof of Recordation.

ALL AMERICAN MUSIC GROUP

By: Paul A. Pavlis
Paul A. Pavlis
Executive Vice President and General Counsel

Dated: 5-15-98