

MND 5-28-98

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

06-17-1998

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TRADEMARK  
MAY 28 1998

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
5/21/98
- Merger
- Change of Name
- Other Termination of Security Interest

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
5/21/98

Name SANWA BUSINESS CREDIT CORPORATION

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization: Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name VALLEY RECORD DISTRIBUTORS, INC.

DBA/AKATA now known as VALLEY MEDIA, INC.

Composed of \_\_\_\_\_

Address (line 1) 1280 Santa Anita Court

Address (line 2) \_\_\_\_\_

Address (line 3) Woodland California 95776

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization California

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

06/16/1998 SMITH 00000015 75273954

01 FC:481 40.00 DP  
02 FC:482 150.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 1741 FRAME: 0768

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/273,954"/>	<input type="text" value="75/273,952"/>	<input type="text" value="75/273,953"/>	<input type="text" value="1,665,343"/>	<input type="text" value="1,746,316"/>	<input type="text" value="2,107,160"/>
<input type="text" value="75/273,951"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

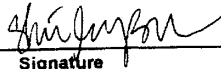
Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Shirley J. Su

Name of Person Signing



Signature

May 26, 1998

Date Signed

**TERMINATION OF SECURITY INTEREST IN  
REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS**

WHEREAS, VALLEY RECORD DISTRIBUTORS, INC., a California corporation (now known as Valley Media, Inc.) (the "Borrower"), having a mailing address of 1280 Santa Anita Court, Woodland, California 95776, executed that certain Trademark and Patent Security Agreement, dated as of May 20, 1997, in favor of SANWA BUSINESS CREDIT CORPORATION, as agent (the "Agent"), having a mailing address of 550 North Brand Boulevard, Suite 550, Glendale, California 91203, which Trademark and Patent Security Agreement was duly recorded on June 2, 1997, at Trademark Reel, 1592, Frame 0598 in the United States Patent and Trademark Office, and pursuant to which the Borrower granted the Agent a security interest in all of the Borrower's right, title and interest in and to certain trademarks and trademark applications, including those trademarks and trademark applications specifically listed on Exhibit A attached hereto and incorporated herein by this reference (collectively, the "Marks") and the goodwill associated therewith; and

WHEREAS, the Agent wishes to terminate its security interest in the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent hereby terminates its security interest in the Marks and the goodwill associated therewith.

IN WITNESS WHEREOF, the Agent has executed this Termination of Security Interest in Registered Trademarks and Trademark Applications as of this 21st day of May, 1998.

SANWA BUSINESS CREDIT  
CORPORATION,  
a Delaware corporation  
as Agent

By Raffi Shirinyan  
Raffi Shirinyan  
Vice President

LA3:LAC\OTHER\TK721116336.1  
051898 TK7-50581

TRADEMARK  
REEL: 1741 FRAME: 0770

EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

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**PART I - COMMON LAW MARKS AND/OR TRADE STYLES**

AUDIOPHILE  
MOVIE MATCHERS  
VIDEO TRIVIA  
STAR POWER HITS  
VIP PROGRAMS  
STAR SIGNS  
FUNATICS  
VALLEY  
DISTRIBUTION NORTH AMERICA (DNA)  
SOUND DELIVERY  
SCHWANN PUBLICATIONS  
VALLEY ENTERTAINMENT

**PART II - REGISTRATIONS AND PENDING USE-BASED APPLICATIONS**

**A. REGISTRATIONS:**

<u>MARK</u>	<u>DATE REG'D</u>	<u>REG. #</u>	<u>STATUS</u>
SOUND DELIVERY	11/19/91	1,665,343	Registered
SOUND SEARCH	1/12/93	1,746,316	Registered

**B. USE-BASED APPLICATIONS:**

<u>MARK</u>	<u>DATE FILED</u>	<u>APP. #</u>	<u>STATUS</u>
EAR WHACKS	10/25/96	75/187,893	Pending

EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

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**PART III - INTENT-TO-USE APPLICATIONS**

<u>MARK</u>	<u>DATE FILED</u>	<u>APP./REG.#</u>	<u>STATUS</u>
V.I.D.	4/14/97	75/273,954	Pending/ITU
V INDEPENDENT DISTRIBUTION	4/14/97	75/273,952	Pending/ITU
VALLEY MEDIA	4/14/97	75/273,953	Pending/ITU
V MEDIA	4/14/97	75/273,951	Pending/ITU
VAULT MARKETING	10/25/96	75/187,892	Pending/ITU
VAULT RECORDS	10/25/96	75/187,891	Pending/ITU
VAULT ENTERTAINMENT	10/25/96	75/187,890	Pending/ITU

050997/1-1038307:1164/340180

RECORDED: 05/28/1998

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