

04-29-1999



100981028

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

☐ Merger

☐ Change of Name

☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

08-06-98

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

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.)

02/19/1999 JWATKINS 00000021 1721483

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 900.00 CH

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. 20261

REEL: 1850 FRAME: 0930

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"/>	<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" value="1,921,483"/>	<input type="text" value="1,713,154"/>	<input type="text" value="1,837,746"/>
<input type="text" value="1,711,895"/>	<input type="text" value="1,711,260"/>	<input type="text" value="1,700,253"/>
<input type="text" value="1,521,609"/>	<input type="text" value="1,847,242"/>	<input type="text" value="1,841,192"/>

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 ☐

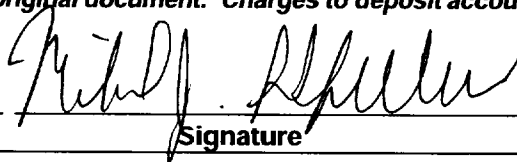
No ☒

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.

Michael Stringfellow

Name of Person Signing



Signature

9/3/98

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

Corporation

☐

Association

☐

Other

☐

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

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 the Assignment.)

☐

Corporation

☐

Association

☐

Other

☐

Citizenship/State of Incorporation/Organization

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)

1,740,989	1,521,608	1,959,494
1,963,617	1,886,548	A536535
A536536	511,832	483,907
480,854	816,247,40	816,247,491
IMA494918	IMA416099	IMA415,281
401688	401433	1679191
1679192	2024594	2024595

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

☐

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

Corporation

☐

Association

☐

Other

☐

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

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 the Assignment.)

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Corporation

☐

Association

☐

Other

☐

Citizenship/State of Incorporation/Organization

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)

49551/1991		

2587493	1503715	1503936
1492110	1452841	1425656

ASSIGNMENT

This Assignment is made this 6th day of August, 1998, by AVALON, INC., (as agent for Palm Pictures, L.L.C. ("Palm Pictures")) under a certain Amended and Restated Credit Agreement dated as of August 6, 1998) (hereinafter, "Assignor").

WHEREAS, CHASE MANHATTAN BANK, as successor by merger to The Chase Manhattan Bank, N.A. ("Chase") has acquired a security interest (by virtue of a Trademark Security Agreement dated October 7, 1994 between Ryko Corporation, Rykodisc, Inc., Rep Sales, Inc., Rykomusic, Inc., and Chase) in certain trademark rights, including but not limited to the trademarks identified below and their respective registrations and/or applications:

<u>MARK</u>	<u>REG. NO.</u>	<u>COUNTRY</u>
CDQ	1,721,483	United States
CDQ (& DESIGN)	1,713,154	United States
(DESIGN)	1,837,746	United States
PLAY IT BY EAR	1,711,895	United States
RYKO	1,711,260	United States
RYKO (& DESIGN)	1,700,253	United States
RYKO	1,521,609	United States
RYKO VISION	1,847,242	United States
RYKO VISION (& DESIGN)	1,841,192	United States
RYKODISC	1,740,989	United States
RYKODISC	1,521,608	United States
HANNIBAL	1,959,494	United States

HANNIBAL RECORDS & DESIGN	1,963,617	United States
PLAY IT BY EAR	1,886,548	United States
RYKO & DESIGN	A536535	Australia
RYKODISC	A536536	Australia
PLAY IT BY EAR	511832	Benelux
RYKO & DESIGN	483907	Benelux
RYKODISC	480.854	Benelux
RYKO & DESIGN	816247471	Brazil
RYKODISC	816247471	Brazil
HANNIBAL	IMA414918	Canada
HANNIBAL RECORDS & DESIGN	IMA416099	Canada
PLAY 11 BY EAR	IMA415,581	Canada
RYKO & DESIGN	401688	Canada
RYKODISC	401433	Canada
RYKO & DESIGN	1679191	France
RYKODISC	1679192	France
RYKO & DESIGN	2024594	Germany
RYKODISC	2024595	Germany
RYKODISC	2587493	Japan
HANNIBAL	1503715	United Kingdom
HANNIBAL LOGO	1503496	United Kingdom
PLAY IT BY EAR	1492110	United Kingdom
RYKO & DESIGN	1452841	United Kingdom

Y - 145044

TRADEMARK
REEL: 1850 FRAME: 0935

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>COUNTRY</u>
RYKO & DESIGN	49551/1991	Japan

WHEREAS, Chase has assigned all its rights under the Trademark Security Agreement dated October 7, 1994 in favor of Assignor under that certain Assignment dated August 6, 1998;

WHEREAS, AVALON, INC. ("Assignee") has been subsequently assigned all Assignor's rights under the Trademark Security Agreement dated October 7, 1994 pursuant to that certain security agreement dated August 6, 1998;

NOW, THEREFORE, in connection with the assignment referred to above in favor of Assignee, for which good and valuable consideration was given, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto AVALON, INC. all its right, title and interest in and to any right, title, or interest, including any security interest and the goodwill of the businesses associated with the above referenced trademarks that Assignor may have or may ever have had in and to a) the above referenced trademarks, including the registrations and applications therefor; and b) any other trademark rights for which a security interest was granted to Assignor in the Assignment dated August 6, 1998.

Singed as a sealed instrument.

AVALON, INC. (as agent for Palm Pictures under a certain Amended and Restated Credit Agreement dated as of August 6, 1998):

By: Timothy C. Ward

Dated: 8/6/98

Name: Timothy C. Ward

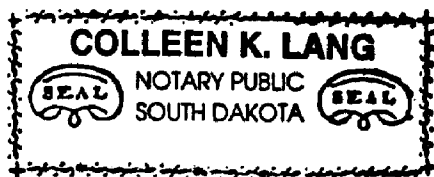
Title: President

State of South Dakota

S.S.:

County of Union

Subscribed and sworn to before me this 6th day of August, 1998, by Timothy C. Ward, on behalf of Assignor.



Colleen K. Lang
Notary Public
5/6/05