

07-01-1999



101080548

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

6-30-99

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

Submission Type

- New **6-30-99**
- 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
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date   
Month Day Year

- 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)     
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 Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

07/01/1999 MTHAI1 00000004 1944995  
01 FC:481 40.00 DP

FOR OFFICE USE ONLY

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. 20503

REEL: 001921 FRAME: 0981

**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" value="1,944,995"/>	<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"/>	<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.

DEBRA M FEINS

Name of Person Signing

Debra M. Feins

Signature

6/29/99

Date Signed

## NOTICE OF SECURITY INTEREST IN TRADEMARKS

U.S. Patent and Trademark Office  
Office of Public Records  
Attn: Customer Services Counter  
1213 Jefferson Davis Highway, Third Floor  
Arlington, Virginia 22202

Ladies and Gentlemen:

Pursuant to a Conditional Assignment of Trademarks dated June 17, 1999 between COUNTRY MUSIC LLC, a Delaware limited liability company having its principal place of business at 49 East 21<sup>st</sup> Street, 11<sup>th</sup> Floor, New York, NY 10010 (the "Assignor") and STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, having a principal place of business at 225 Franklin Street, Boston, Massachusetts 02110 (the "Bank") (as amended, restated or otherwise modified from time to time), the Assignor has granted to the Bank, a continuing security interest in and conditional assignment of its now owned or licensed (whether as licensee or licensor) or hereafter acquired or licensed (whether as licensee or licensor) registered trademarks and service marks and trademarks and service marks for which applications to register and verified statements of use have been filed and are pending or are hereafter filed with the U.S. Patent and Trademark Office (the "PTO") or any other governmental authority, including but not limited to, those registered trademarks and service marks and trademark and service mark applications listed on Exhibit A attached hereto (as the same may be amended pursuant hereto from time to time), all renewals thereof, all proceeds of infringement suits, the sole right to sue for past, present, future and threatened infringements of and all rights corresponding thereto throughout the world, and any royalties, licenses, fees, proceeds, improvements and subsequent trademarks or service marks obtained in connection therewith (all of the foregoing being hereinafter collectively referred to as the "Trademarks"), together with a continuing security interest in and a conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks relates. The security interests granted herein are granted in conjunction with the security interests granted by the Assignor and others to the Bank in the Collateral defined and described under a Security Agreement dated June 29, 1995, as amended as of December 1, 1997 and as of even date herewith which, among other things, relate to the products sold under the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this 17 day of June, 1999.

COUNTRY MUSIC LLC

STATE STREET BANK AND TRUST  
COMPANY

By: *John P. Colman*  
John P. Colman  
President

By: *Barbara R. Flight*  
Barbara R. Flight  
Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this 17<sup>th</sup> day of June, 1999, before me personally appeared Barbara R. Flight, a Vice President of STATE STREET BANK AND TRUST COMPANY, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said Massachusetts trust company, and acknowledged said instrument so executed to be her free act and deed in said capacity and the free act and deed of said Massachusetts trust company.

Notary Public: *Wayne B. Sebene*  
My commission expires: June 19, 2003

STATE OF NEW YORK  
COUNTY OF

On this 17 day of June, 1999, before me personally appeared John P. Colman, President of COUNTRY MUSIC LLC, a Delaware limited liability company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said limited liability company, and acknowledged said instrument so executed to be his free act and the free act and deed of said company.

Notary Public: *Robyn Albert*  
My commission expires: 7/8/99

**ROBYN ALBERT**  
Notary Public, State of New York  
No. 4983691  
Qualified in Nassau County  
Commission Expires July 8, 1999

**EXHIBIT A**

A. Registered Trademarks owned by COUNTRY MUSIC LLC

TRADEMARK	REGISTRATION NUMBER
NONE	

B. Licensed Trademarks:

TRADEMARK	REGISTRATION NUMBER
Country Music	1,944,995

C. Pending Trademark Applications (statements have NOT been filed):

MARK	SERIAL NUMBER
NONE	