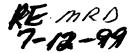
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 07-12-1999

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





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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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FORM PTO-1618B Expires 06/30/99 OMB 0651-0027 02-22-1999



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Name	
Address (line 1)	
Address (line 2)	
Address (line 3)	
Address (line 4)	
Correspond	dent Name and Address Area Code and Telephone Number (212) 318-6422
Name	Michael J. Stringfellow, Legal Assistant
Address (line 1)	c/o Paul, Hastings, Janofsky & Walker LLP
Address (line 2)	399 Park Avenue, 31st Floor
Address (line 3)	New York, New York 10022
Address (line 4)	
Pages	Enter the total number of pages of the attached conveyance document including any attachments. # [four (4)]
Enter either the	Application Number(s) or Registration Number(s) Mark if additional numbers attached to Trademark Application Number of the Registration Number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s) Registration Number(s)
Number of	Properties Enter the total number of properties involved. # 31
Fee Amoun	It Fee Amount for Properties Listed (37 CFR 3.41): \$ 440.00
Deposit A	of Payment: Enclosed Deposit Account
Statement a	and Signature
To the attack indicated Michael	the best of my knowledge and belief, the foregoing information is true and correct and shy ched copy is a true copy of the original document. Charges to deposit account are authorized, as cated herein. J. Stringfellow J. Stringfellow
Name	of Person Signing Signature Date Signed

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Conveying Party Enter Additional Conveying Party	ark 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 a	additional names of receiving parties attached
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Composed of	
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Address (line 2)	
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Individual General Partnership Limi	State/Country Zip Code If document to be recorded is an assignment and the receiving party is
Corporation Association	not domiciled in the United States, an appointment of a domestic
	representative should be attached (Designation must be a separate
Other	document from the Assignment.)
Citizenship/State of Incorporation/Organization	
Trademark Application Number(s) or Registrate Enter either the Trademark Application Number or the Registration	
Trademark Application Number(s)	Registration Number(s)
	1,740,989 1,521,608 1,459,494
	1,963,617 1,886,54B A536535
	A536536 511,832 483,407
	860.854 816,247,47 816,247,471
	IMAY94918 [JMAY16099] [JMAY15,58]
	401688 40 423 167 4141
	1679192 2024594 2024595

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ASSIGNMENT

This Assignment is made as of the 6th day of August, 1998, by THE CHASE MANHATTAN BANK, as successor by merger to The Chase Manhattan Bank, N.A., (as agent for the banks under a certain Credit Agreement dated as of October 7, 1994) (hereinafter, "Assignor").

WHEREAS, Assignor 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 Assignor) in certain trademark rights, including but not limited to the trademarks identified below and their respective registrations and/or applications:

<u>MARK</u>	REG. NO.	COUNTRY
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

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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
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MARK APPLICATION NO. COUNTRY

RYKO & DESIGN 49551/1991 Japan

WHEREAS, AVALON, INC. is the successor agent for Palm Pictures, L.L.C. (as successor to the Banks) under that certain Credit Agreement dated October 7, 1994.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Avalon, Inc., as agent for PALM PICTURES, L.L.C. (the "Assignee") 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 Assignor in the Trademark Security Agreement dated October 7, 1994.

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Signed as a sealed instrument.
THE CHASE MANHATTAN BANK, as successor by merger to The Chase Manhattan Bank, N.A. (as agent for the banks under a certain Credit Agreement dated as of October 7, 1994): By:
State of New York)) s.s.: County of \cancel{NY}
Subscribed and sworn to before me this <u>s</u> day of August 1998, by <u>Bille J Proe</u> , on behalf of the Assignor.
Brenda S. Merrera L

BRENDA S. MEVORAH
Notary Public, State of New York
No. 24-4615411
Qualified in Kings County
Commission Expires March 30, 1999

Notary Public

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RECORDED: 07/12/1999