

MRD
7-27-99 RECC

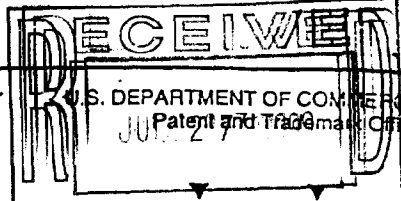
07-30-1999



101105192

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

BankBoston N.A.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release and Reassignment of Trademark
- Merger
- Change of Name

Execution Date: June 23, 1999

2. Name and address of receiving party(ies)

Name: CAKEWALK LLC

Internal Address:

Street Address: 250 West 57th Street

City: New York State: NY ZIP: 10107

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a delaware limited liability company

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert A. Rosenberg, Esq.

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: N.Y. ZIP: 10019

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2405

(Attach duplicate copy of this page if paying by deposit account)

07/29/1999 MTHRII 00000174 232405 75404706

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:502 Statement of Signatory

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.

Robert A. Rosenberg, Esq.

Name of Person Signing

Robert A. Rosenberg
Signature

7/26/99
Date

Total number of pages including cover sheet, attachments, and document: 7

Ezersky, Peter-Cakewalk	United States of America	
Mark/International Class(es)/Goods	Application	Registration
32 JAZZ 9 Audio and video tapes, audio CDs, CD ROMs, digital audio tapes, and records containing pre-recorded music and sound recordings featuring music	App. No.: 75/404,706 App. Date: 12-Dec-97 <i>~ Pending ~ Principal Register ~</i> First Use: 30-Apr-97 Pub. Date:	Reg. No.: Reg. Date:
32 POP 9 Audio and video tapes, audio CDs, CD ROMs, digital audio tapes, and records containing pre-recorded music and sound recordings featuring music	App. No.: 75/404,704 App. Date: 12-Dec-97 <i>~ Pending ~ Principal Register ~</i> First Use: 30-Apr-97 Pub. Date:	Reg. No.: Reg. Date:
32 R&B 9 Audio and video tapes, audio CDs, CD ROMs, digital audio tapes, and records containing pre-recorded music and sound recordings featuring music	App. No.: 75/404,707 App. Date: 12-Dec-97 <i>~ Pending ~ Principal Register ~</i> First Use: 30-Jun-97 Pub. Date:	Reg. No.: Reg. Date:
32 RECORDS 9 Audio and video tapes, audio CDs, ROM CDs, digital audio tapes, and records containing pre-recorded music and sound recordings featuring music	App. No.: 75/079,948 App. Date: 28-Mar-96 <i>~ Published ~ Principal Register ~</i> First Use: IntentToUse Pub. Date: 03-Jun-97 Allowance: 26-Aug-97	Reg. No.: Reg. Date:
32 RECORDS and Design 9 Audio and video tapes, audio CDs, ROM CDs, digital audio tapes, and records containing pre-recorded music and sound recordings featuring music	App. No.: 75/079,949 App. Date: 28-Mar-96 <i>~ Published ~ Principal Register ~</i> First Use: IntentToUse Pub. Date: 03-Jun-97 Allowance: 26-Aug-97	Reg. No.: Reg. Date:
HIP 9 Audio and video tapes, audio CDs, CD ROMs, digital audio tapes, and records containing pre-recorded music and sound recordings featuring music	App. No.: 75/404,705 App. Date: 12-Dec-97 <i>~ Pending ~ Principal Register ~</i> First Use: 31-Aug-97 Pub. Date:	Reg. No.: Reg. Date:

32 Blues (sent to Patent & Trademark Office for filing on 2/12/98 -- use-based trademark application)

App.No.: 75/433,090 Reg.No.: 2,238,743
 App. Date: 12-Feb-98 Reg. Date: 13-Apr-99
 Registered-Principal
 First Use: 31-May-97
 Pub.Date: 19-Jan-99

RELEASE AND REASSIGNMENT OF TRADEMARK

WHEREAS, Cakewalk LLC, a Delaware limited liability company (the "Company"), owns the registered trademarks described in the attached Schedule A (the "Marks"), for which a recording is filed in the United States Patent and Trademark Office under the respective numbers set forth in the attached Schedule A; and

WHEREAS, pursuant to that certain Trademark and Service Mark Security Agreement dated as of February 13, 1998 (the "Agreement"), the Company granted a security interest in the Marks to BankBoston, N.A., as Agent (the "Agent") for a group of lenders, to secure performance by the Company of its obligations to such lenders;

WHEREAS, the Agreement was recorded in the Assignment Branch, United States Patent and Trademark Office, on February 2, 1998, located on Reel, 1699 Frame 0094; and

WHEREAS, the Company has paid and performed in full its obligations to such lenders and terminated all further obligations of such lenders to extend credit to the Company and its affiliates;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates all of its right, title and interest in, to and under the Marks and reassigns and reconveys to the Company the Marks and all the good will of the business symbolized by the Marks, together with the application, registration and recordings in the United States Patent and Trademark Office, and all reissues, extensions or renewals thereof, together with the right to sue and recover damages for future infringements thereof and to stand in the place of the Agent in all matters related thereto.

The parties hereto have caused this Release and Reassignment of Trademark to be executed this 23rd day of June, 1999.

BANKBOSTON, N.A., as Agent

By: 

W. Douglass Vannah
Vice President

CAKEWALK LLC

By: _____

Robert Miller
Manager

RELEASE AND REASSIGNMENT OF TRADEMARK

WHEREAS, Cakewalk LLC, a Delaware limited liability company (the "Company"), owns the registered trademarks described in the attached Schedule A (the "Marks"), for which a recording is filed in the United States Patent and Trademark Office under the respective numbers set forth in the attached Schedule A; and

WHEREAS, pursuant to that certain Trademark and Service Mark Security Agreement dated as of February 13, 1998 (the "Agreement"), the Company granted a security interest in the Marks to BankBoston, N.A., as Agent (the "Agent") for a group of lenders, to secure performance by the Company of its obligations to such lenders;

WHEREAS, the Agreement was recorded in the Assignment Branch, United States Patent and Trademark Office, on February 2, 1998, located on Reel, 1699 Frame 0094; and

WHEREAS, the Company has paid and performed in full its obligations to such lenders and terminated all further obligations of such lenders to extend credit to the Company and its affiliates;

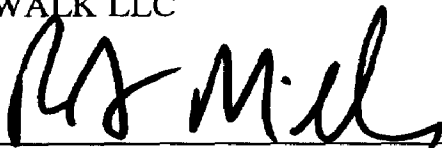
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates all of its right, title and interest in, to and under the Marks and reassigns and reconveys to the Company the Marks and all the good will of the business symbolized by the Marks, together with the application, registration and recordings in the United States Patent and Trademark Office, and all reissues, extensions or renewals thereof, together with the right to sue and recover damages for future infringements thereof and to stand in the place of the Agent in all matters related thereto.

The parties hereto have caused this Release and Reassignment of Trademark to be executed this ____ day of June, 1999.

BANKBOSTON, N.A., as Agent

By: _____
W. Douglass Vannah
Vice President

CAKEWALK LLC

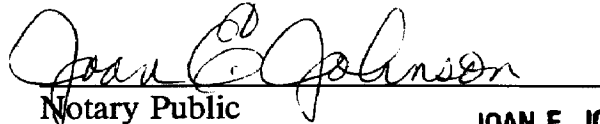
By:  _____
Robert Miller
Manager

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On June ^{21st}, 1999, before me, the undersigned, a Notary Public in and for such State, personally appeared W. Douglass Vannah, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the Vice President of BankBoston, N.A. and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

[SEAL]



Notary Public

My Commission expires on:

JOAN E. JOHNSON, Notary Public
My Commission Expires April 2, 2004