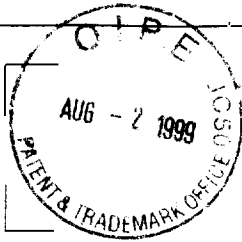


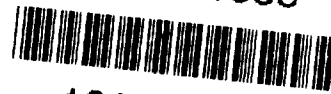
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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

08-06-1999



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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 Deutsche Financial Services Corporation

Execution Date  
Month Day Year  
7-21-99

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Nevada

Receiving Party

Mark if additional names of receiving parties attached

Name Sam Ash Music Corporation

DBA/AKATA \_\_\_\_\_

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

Address (line 1) 278 Duffy Avenue

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

Address (line 3) Hicksville New York 11801  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization New York

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.)

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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="1,555,705"/>	<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.

Mark J. Rosenberg

Name of Person Signing

Mark J. Rosenberg

Signature

8/2/99

Date Signed

TRADEMARK ASSIGNMENT


WHEREAS, DEUTSCHE FINANCIAL SERVICES CORPORATION, a corporation organized and existing under the laws of the State of Nevada, having a principal place of business at 10000 Midlantic Drive, Suite 402 East, P.O. Box 1448, Mount Laurel, New Jersey 08054 ("Assignor"), is the owner of all right, title and interest in and to the trademark MANNY'S and U.S. Trademark Registration No. 1,555,705 of September 12, 1989 for the mark MANNY'S; having acquired the mark from Manny's Musical Instruments and Accessories, Inc., by assignment of even date.

WHEREAS, Sam Ash Music Corporation, a corporation organized and existing under the laws of the State of New York, having a principal place of business at 278 Duffy Avenue, Hicksville, New York 11801 ("Assignee"), is desirous of acquiring the trademark MANNY'S, the goodwill associated therewith and U.S. Trademark Registration No. 1,555,705; and

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the MANNY'S trademark, together with the goodwill of the business symbolized by the MANNY'S trademark and U.S. Trademark Registration No. 1,555,705 and DFS directs and consents to such assignment free and clear of the security interest of DFS.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed in its corporate name by its duly authorized officer this 21st day of July, 1999.

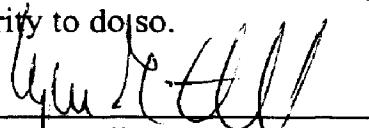
Deutsche Financial Services Corporation

By:   
Title: RVP

STATE OF NEW YORK     )  
  )ss.:  
COUNTY OF NEW YORK    )

ACKNOWLEDGMENT

On this 21<sup>st</sup> day of July, 1999, before me came David Straub, who stated that he is the Gen. Mgr. of Deutsche Financial Services Corporation and acknowledged that he executed the above instrument as the act and deed of Manny's Musical Instruments & Accessories, Inc. with full authority to do so.

  
\_\_\_\_\_  
Notary Public

WAYNE R. LEHRHAUPT  
Notary Public, State of New York  
No. 31-4609162  
Qualified in New York County  
Commission Expires Feb. 28, 2000