

08-12-1999

TRADEMARKS ONLY

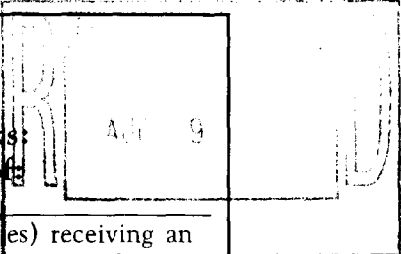
*MWD*  
*8-9-99*

To the Honor  
Please record.



101116316

Trademarks:  
Original document or copy thereof



1. Name of Party(ies) conveying an interest:

GBFC, Inc.

Entity:

- Individual
- General Partnership
- Corporation-State: Massachusetts
- Other \_\_\_\_\_
- Association
- Limited Partnership

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other - Release of Security Interest
- Change of Name
- Merger

2. Name and Address of Party(ies) receiving an interest:

Name: TYMPANUM, INC.

Internal Address: \_\_\_\_\_

Street Address: 832 Mission Street, 5th Floor

City: San Francisco

State: CA

Zip: 94103

Entity:

- Individual
- General Partnership
- Corporation-State: Massachusetts
- Other \_\_\_\_\_
- Association
- Limited Partnership
- Citizenship \_\_\_\_\_

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached?  Yes  No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Please see attached Descriptions

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

Name: Lauren A. Puglia, Esq.

Internal Address: \_\_\_\_\_

Street Address: Goldstein & Manello, P.C.

265 Franklin Street

City: Boston

State: MA

Zip: 02110

6. Number of applications and registrations involved:

4

7. Amount of fee enclosed or authorized to be charged:

\$115 enclosed

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

08/11/1999 DCORTES 00000247 1675475

01 FC:481  
02 FC:482

40.00 OP  
75.00 OP

DO NOT USE THIS SPACE

9. Date of execution of attached document July 31, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

August 9, 1999

Date

Lauren Puglia  
Signature

LAUREN PUGLIA  
Name of Person Signing

**TRADEMARK ASSIGNMENT**

WHEREAS, TYMPANUM, INC. (the "Assignee") is the owner of all right, title and interest in the trade names and trademarks set forth on Schedule A hereto; and

WHEREAS, pursuant to a Loan and Security Agreement dated as of June 27, 1997 (the "Loan Agreement") by and between the Assignee and GBFC, INC., a Massachusetts corporation (the "Assignor"), Assignee granted Assignor a security interest in such trade names and trademarks (the "Security Interest") and recorded with the US Patent and Trademark Office a collateral assignment of such trade names and trademarks; and

WHEREAS, the Assignee has paid in full all amounts owed under the Loan Agreement, and the Assignor and Assignee have terminated the Loan Agreement effective as of June 30, 1998;


NOW, THEREFORE, the Assignor hereby releases the Security Interest and hereby assigns to the Assignee all of the right, title and interest of the Assignor in said trade names and trademarks and the goodwill of the businesses symbolized by said trade names and trademarks.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the 31st day of July, 1998.

ASSIGNOR:

GBFC, INC.

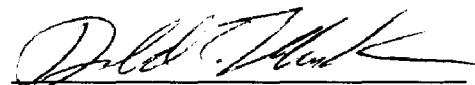
By:

  
Name: Mary P. Smith  
Title: President

ASSIGNEE:

TYMPANUM, INC.

By:

  
Donald C. MacKinnon  
President

**Schedule A  
to  
Trademark Assignment**

Trade names and Trademarks

**a. Trade names**

- (i) Hear Music

**b. Trademarks**

- (i) HEAR and Design - Registration no. 1-675-475, Date 2/11/92, Serial no. 74-109457, Filed 10/24/90, Published 11/19/91
- (ii) WHERE ARTISTS GUIDE YOU TO GREAT MUSIC - Registration no. 1-790-856, Date 8/31/93, Serial no. 74-341523, Filed 12/21/92, Published 6/8/93
- (iii) HEAR (Stylized) - Registration no. 1-827-842, Date 3/22/94, Serial no. 74-341887, Filed 12/21/92, Published 12/28/93
- (iv) ARTIST CHOICE - Registration no. 1-831-661, Date 4/19/94, Serial no. 74-345463, Filed 1/4/93, Published 1/25/94

MO67327@SD/Trademark Assignment #2