

09-10-1999

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other _____
- License
- Nunc Pro Tunc Assignment
- Effective Date
Month Day Year _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name US WEST INC

080299

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name MUZAK LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2901 Third Avenue, Suite 400

Address (line 2) _____

Address (line 3) Seattle

City

Washington

State/Country

98121

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
- 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.)

Citizenship/State of Incorporation/Organization Delaware

09/09/1999 HTML1 00000317 061645 1850825 FOR OFFICE USE ONLY

01 FC:981 40.00 CH
02 FC:982 30.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001959 FRAME: 0129

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" value="751601947"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1858926"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1853798"/>	<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

Method of Payment: Enclosed: Fee Amount for Properties Listed (37 CFR 3.41): \$
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.

Harold Milstern
Name of Person Signing

Harold
Signature

9/3/95
Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, U S WEST, Inc. ("Assignor"), a Delaware corporation, having its principal offices at 1801 California Street, Suite 5100, Denver, Colorado 80202, has adopted, used, is using and is the owner of the following trademarks (the "Marks"), which are registered or for which applications are pending in the United States Patent and Trademark Office:

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
HEALTH ON HOLD	1,858,826	October 18, 1994
PLEASE HOLD PROMOTIONS	1,853,798	September 13, 1994

PENDING TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Application No.</u>	<u>Date of Filing</u>
MISCELLANEOUS DESIGN	75/601947	December 8, 1998

WHEREAS, MUZAK LLC ("Assignee") is a Delaware limited liability company with offices at 2901 Third Avenue, Suite 400, Seattle, Washington, 98121 and is desirous of acquiring said trademarks.

WHEREAS, Assignor is assigning the Marks as part of the transfer of all or substantially all of the business to which the Marks pertain, as well as all the goodwill associated there with, effective this 2nd day of August, 1999.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor, does hereby assign the Marks to Assignee, including the registrations and applications identified above, and the goodwill of the business symbolized by said Marks.

Signed at 1999 Broadway 8th FLR, DENVER, CO 80202, this 2nd day of August, 1999.

U S WEST, Inc.

By: Debra S. Gallegos
Debra S. Gallegos

Title: Assistant Secretary

Assignment accepted this 26th day of August, 1999.

MUZAK, L.L.C.

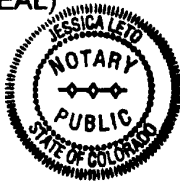
By: [Signature]

Title: CFO

STATE OF COLORADO)
) ss:
COUNTY OF DENVER)

On this 2nd day of August, 1999, personally appeared Debra S. Gallegos, to me known and known to me to be the Assistant Secretary of U S WEST, Inc., the Assignor above named, and acknowledged that (s)he executed the foregoing Trademark/Service Mark Assignment on behalf of said Assignor and pursuant to authority duly received.

(SEAL)



MY COMMISSION EXPIRES:
OCTOBER 2, 2000

Jessica Leto
Notary Public

STATE OF COLORADO)
) ss:
COUNTY OF DENVER)

On this 26th day of August, 1999, personally appeared Brad Bodenman to me known and known to me to be the CEO of MUZAK, L.L.C., the Assignee above named, and acknowledged that (s)he executed the foregoing Trademark/Service Mark Assignment on behalf of said Assignee and pursuant to authority duly received.

(SEAL)



Jeanne S. Strand
Notary Public

- 3 -

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08/02/1999

RECORDED: 09/07/1999

TRADEMARK
REEL: 001959 FRAME: 0133