



1.17.00

**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
- Release of Security Interest

**Conveying Party(ies)**

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- Corporation
- Other
- General Partnership
- Association
- Citizenship/State of Incorporation/Organization

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 is attached. (Designation must be a separate document from Assignment.)

**FOR OFFICER USE ONLY**

08/11/2000 DNGUYEN 00000192 501290 75464200

01 FC:481 40.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

**Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 202301**

**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="75/464200"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**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:

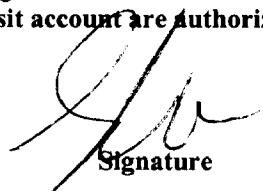
Yes

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.

Shahan Islam  
Name of Person Signing



Signature

July 12, 2000  
Date

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Urbanworld Group, Inc., a corporation formed under the laws of New York ("Borrower"), located at 375 Greenwich Street, 5<sup>th</sup> Floor, New York, NY 10013, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Sony Music Entertainment Inc. ("Lender") located at 550 Madison Avenue, New York, NY 10022, pursuant to a certain Convertible Secured Promissory Note and Security Agreement, dated the date hereof, between Lender and Borrower (the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the application therefor, which assignment and security interest shall secure all the obligations as provided for in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
April 3, 2000

Witness: *Hilcia Wright*

URBANWORLD GROUP, INC.

By:   
Name: Stacy Spikes  
Title: President

Witness: \_\_\_\_\_

SONY MUSIC ENTERTAINMENT INC.

By: \_\_\_\_\_  
Name: Thomas Tyrrell  
Title: Sr. Vice President, General Counsel  
and Secretary

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Urbanworld Group, Inc., a corporation formed under the laws of Delaware (“**Borrower**”), located at 375 Greenwich Street, 5<sup>th</sup> Floor, New York, NY 10013, has adopted, used and is using the marks shown in the attached Schedule A (the “**Marks**”), for which there are applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Sony Music Entertainment Inc. (“**Lender**”) located at 550 Madison Avenue, New York, NY 10022, pursuant to a certain Convertible Secured Promissory Note and Security Agreement, dated the date hereof, between Lender and Borrower (the “**Agreements**”); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the application therefor, which assignment and security interest shall secure all the obligations as provided for in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

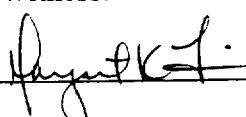
Dated: New York, New York  
April 3, 2000

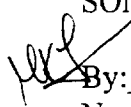
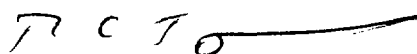
URBANWORLD GROUP, INC.

Witness:  
\_\_\_\_\_

By: \_\_\_\_\_  
Name: Stacy Spikes  
Title: President

SONY MUSIC ENTERTAINMENT INC.

Witness:  
 \_\_\_\_\_

 By:  \_\_\_\_\_  
Name: Thomas Tyrrell  
Title: Sr. Vice President, General Counsel  
and Secretary



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

On this 3<sup>rd</sup> day of April, 2000, before me personally came Stacy Spikes, to me known, who, being by me duly sworn, did depose and say that he is the President of Urbanworld Group, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto pursuant on behalf of said corporation.

  
Notary Public

**MARISOL PEREZ**  
**Notary Public, State of New York**  
**No. 31-4822850**  
**Qualified in New York County**  
**Commission Expires Feb. 28, 2001**

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

On this 3<sup>rd</sup> day of April, 2000, before me personally came Thomas Tyrrell, to me known, who, being by me duly sworn, did depose and say that he is the Sr. Vice President, General Counsel and Secretary of Sony Music Entertainment Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto pursuant on behalf of said corporation.

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

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

On this 3<sup>rd</sup> day of April, 2000, before me personally came Stacy Spikes, to me known, who, being by me duly sworn, did depose and say that he is the President of Urbanworld Group, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto pursuant on behalf of said corporation.

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Notary Public

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

On this 3<sup>rd</sup> day of April, 2000, before me personally came Thomas Tyrrell, to me known, who, being by me duly sworn, did depose and say that he is the Sr. Vice President, General Counsel and Secretary of Sony Music Entertainment Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto pursuant on behalf of said corporation.



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Notary Public

MARGARET K. LIU  
NOTARY PUBLIC, State of New York  
No. 02LI6021917  
Qualified in New York County  
Commission Expires March 22, 2001

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 3, 2000, by and between Urbanworld Group, Inc. and Sony Music Entertainment Inc.

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Reg. or Country</u>	<u>Filing Date</u>
75/464200			April 7, 1998 in International Class 41

11060155.01

**RELEASE OF SECURITY INTEREST**

WHEREAS, Urbanworld Group, Inc., a corporation formed under the laws of Delaware (“**Borrower**”), located at 375 Greenwich Street, 5<sup>th</sup> Floor, New York, NY 10013, has adopted, used and is using the marks shown in the attached Schedule A (the “**Marks**”), for which there are applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower was obligated to Sony Music Entertainment Inc. (“**Lender**”) located at 550 Madison Avenue, New York, NY 10022, pursuant to a certain Convertible Secured Promissory Note and related Security Agreement, dated April 3, 2000, between Lender and Borrower (the “**Agreements**”); and


WHEREAS, pursuant to the Agreements, Borrower has granted to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the applications therefor; and

WHEREAS, Borrower has fulfilled its obligations to Lender under said Agreements.

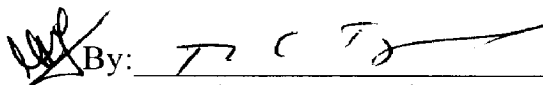
NOW, THEREFORE, Lender hereby releases the security interest in and to the Marks granted to it by Borrower in a TRADEMARK ASSIGNMENT OF SECURITY document dated April 3, 2000 (attached hereto as Schedule B), and transfers any goodwill of the business symbolized by the Marks back to the Borrower.

Dated: New York, New York  
June 26, 2000

Witness:

  
\_\_\_\_\_

SONY MUSIC ENTERTAINMENT INC.

  
By: \_\_\_\_\_

Name: Thomas Tyrrell

Title: Sr. Vice President, General Counsel  
and Secretary



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

On this 26<sup>th</sup> day of June, 2000, before me personally came Thomas Tyrrell, to me known, who, being by me duly sworn, did depose and say that he is the Sr. Vice President, General Counsel and Secretary of Sony Music Entertainment Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto pursuant on behalf of said corporation.

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

MARGARET K. LIU  
NOTARY PUBLIC, State of New York  
No. 02116021917  
Qualified in New York County  
Commission Expires March 22, 2001

**SCHEDULE A**

Schedule A to a Release of Security Interest dated June \_\_, 2000, by and between Urbanworld Group, Inc. and Sony Music Entertainment Inc.

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Reg. or Country</u>	<u>Filing Date</u>
75/464200	----	----	April 7, 1998 in International Class 41

**SCHEDULE B**

(see 3 pages attached)