

11-16-2000



101517775

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

11-16-00

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
02092000

Name

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- 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 should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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. 20231

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)

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 (Previously Paid)
(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.

Edward R. Hearn

11/15/2000

Name of Person Signing

Signature

Date Signed

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Corporation Association

Other

Citizenship/State of Incorporation/Organization

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**RECORDATION FORM COVER SHEET
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FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

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06-06-2000

U.S. Patent & TMOfc/TM Mail Rept. Dt. #40

NOTICE OF SECURITY INTEREST IN TRADEMARKS

D

WHEREAS, HLH Entertainment, Inc., a California corporation, with its principal place of business at 77 Federal Street, Second Floor, San Francisco, California 94107, and its wholly-owned subsidiary, Sugo Music and Design, Inc. (individually and collectively "Purchaser"), has adopted, used, and is using the marks as shown on attached Schedule "1", which are or will be registered, on the Principal Register in the United States Patent and Trademark Office together with any trademarks in which only common law rights exist or will exist (collectively, the "Trademarks"); and

WHEREAS, Stevan Pasero, Jeremy Hale, Digeann Pasero, Scott Kellner (each of whom are hereafter referred to as "Principal Shareholders"), Glen Hubbard, Ken Peters, George Tinawi, and Raphaell Tinawi (with all eight (8) named persons individually and collectively referred to herein as "Seller"), pursuant to and subject to the terms and conditions of: (a) that certain Agreement and Plan of Merger dated as of December 28, 1999 (the "Merger Agreement") by and among the Principal Shareholders of Sugo Music and Design, Inc., a California corporation, Purchaser, and Coastland Merger Corp., a California corporation and a wholly-owned subsidiary of Purchaser; and (b) that certain Security Agreement dated as of January 6, 2000 ("Security Agreement") by and between Purchaser and Seller, have acquired a security interest in and to said Trademarks and the registrations thereof, all related goodwill, together with any and all related certificates of or applications for registration, as well as the right to sue for any past infringement of the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Purchaser does hereby grant unto Seller and its successors and assigns, free and clear of all other liens, claims, or encumbrances, a lien on and security interest in all rights, title, and interest in and to the said Trademarks, together with the goodwill of the business symbolized by the Trademarks, as well as any and all related certificates of or applications for registration and any and all causes of action for past infringements thereof, and the above-identified registrations thereof, and the right, if any, to renew the same.

The Commissioner of Patents and Trademarks is requested to file this Notice of Security Interest in Trademarks on the Principal Register or otherwise as appropriate.

HLH ENTERTAINMENT, INC.
and SUGO MUSIC AND DESIGN, INC.

By: 
Christopher P. Long

Title: President

Date: February 9, 2000

State of California)
) ss.
County of San Francisco)

On February 9, 2000, before me personally appeared Christopher P. Long, the President of HLH Entertainment, Inc. and its wholly-owned subsidiary, Sugo Music and Design, Inc., ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that such person executed the same in such person's authorized capacity, and that by such person's signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Shirley R. Hall
(Signature of Notary Public)

(Notarial Seal)

SCHEDULE 1

TO NOTICE OF SECURITY INTEREST IN TRADEMARKS

1. List of Sugo trademarks: "Sugo Music", Registration No. 2,028,371.

2. List of HLH trademarks:

	<u>Trademark</u>	<u>Status</u>	<u>Date</u>
(a)	Monarch	Registered (No. 1,836,626)	5/17/94 (Sections 8 & 15 filed & accepted 2/10/00)
(b)	Citylights Music	Pending	
(c)	Left Boot	Published	11/2/99
(d)	Mstyle.com	Pending	
(e)	Napa Valley Records	Published	11/9/99
(f)	The Crown Project	Published	11/23/99

3. All future trademarks of Sugo and HLH acquired or otherwise obtained from the date of this Notice of Security Interest in Trademarks until the Promissory Note from Purchaser to Seller secured by the Security Agreement is paid in full and discharged.

NOTICE OF SECURITY INTEREST IN TRADEMARKS


WHEREAS, HLH Entertainment, Inc., a California corporation, with its principal place of business at 77 Federal Street, Second Floor, San Francisco, California 94107, and its wholly-owned subsidiary, Sugo Music and Design, Inc. (individually and collectively "Purchaser"), has adopted, used, and is using the marks as shown on attached Schedule "1", which are or will be registered, on the Principal Register in the United States Patent and Trademark Office together with any trademarks in which only common law rights exist or will exist (collectively, the "Trademarks"); and

WHEREAS, Stevan Pasero, Jeramy Hale, Digeann Pasero, Scott Kellner (each of whom are hereafter referred to as "Principal Shareholders"), Glen Hubbard, Ken Peters, George Tinawi, and Raphael Tinawi (with all eight (8) named persons individually and collectively referred to herein as "Seller"), pursuant to and subject to the terms and conditions of: (a) that certain Agreement and Plan of Merger dated as of December 28, 1999 (the "Merger Agreement") by and among the Principal Shareholders of Sugo Music and Design, Inc., a California corporation, Purchaser, and Coastland Merger Corp., a California corporation and a wholly-owned subsidiary of Purchaser; and (b) that certain Security Agreement dated as of January 6, 2000 ("Security Agreement") by and between Purchaser and Seller, have acquired a security interest in and to said Trademarks and the registrations thereof, all related goodwill, together with any and all related certificates of or applications for registration, as well as the right to sue for any past infringement of the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Purchaser does hereby grant unto Seller and its successors and assigns, free and clear of all other liens, claims, or encumbrances, a lien on and security interest in all rights, title, and interest in and to the said Trademarks, together with the goodwill of the business symbolized by the Trademarks, as well as any and all related certificates of or applications for registration and any and all causes of action for past infringements thereof, and the above-identified registrations thereof, and the right, if any, to renew the same.

The Commissioner of Patents and Trademarks is requested to file this Notice of Security Interest in Trademarks on the Principal Register or otherwise as appropriate.

HLH ENTERTAINMENT, INC.
and SUGO MUSIC AND DESIGN, INC.

By: 
Christopher P. Long

Title: President


Date: February 9, 2000

State of California)
) ss.
County of San Francisco)

On February 9, 2000, before me personally appeared Christopher P. Long, the President of HLH Entertainment, Inc. and its wholly-owned subsidiary, Sugo Music and Design, Inc., ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that such person executed the same in such person's authorized capacity, and that by such person's signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.




(Signature of Notary Public)

(Notarial Seal)

SCHEDULE 1

TO NOTICE OF SECURITY INTEREST IN TRADEMARKS

1. List of Sugo trademarks: "Sugo Music", Registration No. 2,028,371.

2. List of HLH trademarks:

	<u>Trademark</u>	<u>Status</u>	<u>Date</u>
(a)	Monarch	Registered (No. 1,836,626)	5/17/94 (Sections 8 & 15 filed & accepted 2/10/00)
(b)	Citylights Music	Pending	
(c)	Left Boot	Published	11/2/99
(d)	Mstyle.com	Pending	
(e)	Napa Valley Records	Published	11/9/99
(f)	The Crown Project	Published	11/23/99

3. All future trademarks of Sugo and HLH acquired or otherwise obtained from the date of this Notice of Security Interest in Trademarks until the Promissory Note from Purchaser to Seller secured by the Security Agreement is paid in full and discharged.