

02-28-2001



101623246

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

2-16-01

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 Agreement
- Effective Date
Month Day Year _____

Conveying Party

Mark if additional names of conveying parties attached

Name TBA Entertainment Corporation
Formerly _____

Execution Date
Month Day Year

01092001

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

Other 76123489

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Earth Escapes, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 16501 Ventura Boulevard

Address (line 2) Suite 601

Address (line 3) Encino California 91436
City State/Country Zip Code

- Individual
- Corporation
- Other Limited Liability Company
- General Partnership
- Association
- Limited Partnership

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 California

FOR OFFICE USE ONLY

02/27/2001 DBYRNE 00000178 76123489

01 FC:481 40.00 DP
02 FC:482 50.00 DP

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 ADDRESS.

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: 002241 FRAME: 0300

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

310-282-2000

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)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76123489"/>	<input type="text" value="75775924"/>	<input type="text" value="76091496"/>
<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"/>	<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.

David W. Grace
Name of Person Signing

Signature

February 14, 2001
Date Signed

**ASSIGNMENT OF TRADEMARKS, SERVICE MARKS
AND FEDERAL TRADEMARK AND SERVICE MARK APPLICATIONS**

WHEREAS, TBA Entertainment Corporation, a Delaware corporation, having a principal place of business at 300 10th Avenue South, Nashville, Tennessee 37203, has adopted and is using or has used in its business certain trademarks and service marks listed below, and has acquired goodwill associated with and symbolized by said marks; and

WHEREAS, TBA Entertainment Corporation, is the owner of pending applications of said trademarks and service marks in the United States Patent and Trademark Office, to wit:

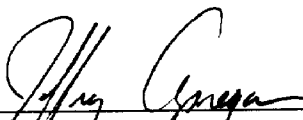
<u>Trademark</u>	<u>Serial No.</u>	<u>File Date</u>	<u>Class</u>
EARTH ESCAPES	76/123,489	September 6, 2000	I.C. No. 41
MUSIC IN HIGH PLACES	75/775,924	October 30, 1999	I.C. No. 41
MUSIC IN HIGH PLACES	76/091,496	July 18, 2000	I.C. No. 9, 42

WHEREAS, Earth Escapes, LLC, a limited liability company duly organized and existing under and by virtue of the laws of the state of California, having a principal place of business at 16501 Ventura Blvd., Suite 601, Encino, California 91436, is desirous of acquiring all right, title and interest of TBA Entertainment Corporation in and to said marks, their subject federal trademark applications, and the goodwill of the business associated therewith.

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, TBA Entertainment Corporation hereby assigns unto Earth Escapes, LLC all of it's right, title and interest in and to the said marks, together with the goodwill of the business associated with and symbolized by said marks, and the applications thereof hereinbefore set forth, and including the right to sue for past infringement, if any there may be.

Dated as of 1/9/01.

TBA ENTERTAINMENT CORPORATION

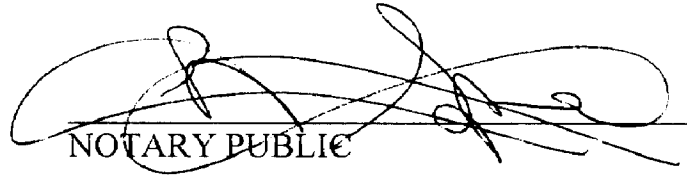
By: 
Jeffrey Apregan, Executive Vice-President

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

Before me, BEN SPIELMAN, of the state and county aforementioned, personally appeared Jeffrey Apregan, with whom I am personally acquainted (or proved to me on the basis of

satisfactory evidence), and who, upon oath, acknowledged himself to be Executive Vice-President of TBA Entertainment Corporation, the within named bargainors, corporations, and that he as such Executive Vice-President, executed the foregoing instrument for the purpose therein contained, by signing the names of the corporations by himself as Executive Vice-President.

Witness my hand and seal, at office in Encino, California, this 9th day of JANUARY, ~~2000~~. 2001


NOTARY PUBLIC

My commission expires:

JUNE 21, 2003



40024743.1



POST OFFICE TO ADDRESSEE



EL662883948US

USPS form with sections: ORIGIN (POSTAL USE ONLY), DELIVERY (POSTAL USE ONLY), CUSTOMER USE ONLY, FROM: DAVID GRACE, TO: COMMISSIONER OF PATENTS AND TRADEMARKS

Mailing Label

Loeb & Loeb, LLP

Office Copy

Table with 6 columns: Voucher #, Invoice #, Date, Invoice Amount, Invoice Description, Amount Paid. Includes rows for voucher 159172 and summary rows for Ref Id and Acct. Loc.

Loeb & Loeb LLP
A Limited Liability Partnership
1000 Wilshire Boulevard, Suite 1800
Los Angeles, California 90017-2475

CITY NATIONAL BANK
633 W. 5TH STREET
LOS ANGELES, CA 90071

Check information box: Check Date 01/17/01, Check No. 79663, Check Amount 90.00

Pay Only: Ninety and 00/100 Dollar

Pay To The Order Of: COMMISSIONER OF PATENTS AND TRADEMARKS

Signature: Susan Jordan

TWO SIGNATURES REQUIRED FOR AMOUNTS OVER \$500.

99663 122016066 210018212

S.N./Reg. No. File No. 20205910003 Date Mailed 2-14-01 By: DUB

Title/Mark: TBA Entertainment

The Following was received in the Patent & Trademark Office on the date stamped hereon:

- TM/SM Application
Amendment
Amendment to Allege Use
Assignment
Certified Copy of Certificate of Registration
Change of Corresponding Attorney
Declaration
Designations of Domestic Representative
Letter of Transmittal
Postcard
Renewal Application
Request to Divide Application
Request for Extension of Time No.
Response to Office Action
Section 8 Affidavit
Section 15 Affidavit
Section 8/15 Affidavit
Specimens
Statement of Use
Ck. No. 79663 for \$ 90.00
Other: Registration Cover Sheet