

04-08-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): James G. Benz 3.22.02 Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: James Davis dba Music Direct Internal Address: Street Address: 318 North Laflin Street City: Chicago State: IL Zip: 60607 Individual(s) citizenship USA Association General Partnership Limited Partnership Corporation-State Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment nunc pro tunc Merger Security Agreement Change of Name Other Execution Date: March 20, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2045969, 2047744, 2308129 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Warren L. Dranit, Esq. Internal Address: Spaulding McCullough & Tansil LLP Street Address: 3550 Round Barn Boulevard, Suite 306 City: Santa Rosa State: CA Zip: 95403

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41): \$90.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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9. 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. Warren L. Dranit Name of Person Signing Signature Date March 22, 2002 Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/05/2002 TBIAZ1 00000213 2045969

01 FC:481 02 FC:482

40.00 DP 50.00 DP

TRADEMARK REEL: 002476 FRAME: 0949

**EXHIBIT B**

**TRADEMARK ASSIGNMENT NUNC PRO TUNC**

This Trademark Assignment Nunc Pro Tunc ("Assignment") is executed by James G. Benz, an individual residing in Sonoma County, California ("Assignor") pursuant to that certain Asset Purchase Agreement dated December 17, 2001 by and between Assignor and James Davis d.b.a. Music Direct, an individual residing in Chicago, Illinois ("Assignee").

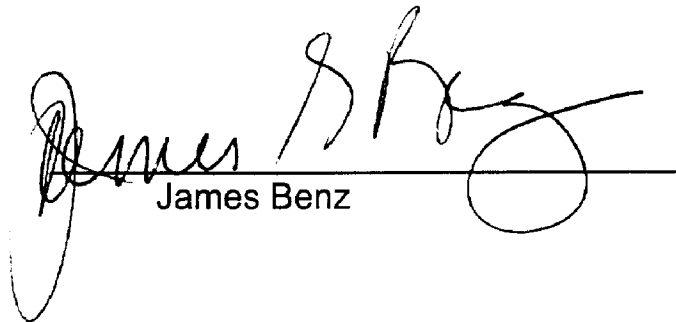
Now, for good and valuable consideration, the receipt and adequacy of which is acknowledged, Assignor hereby irrevocably assigns and transfers to Assignee all right, title and interest Assignor has or may acquire in and to the following trademarks together with the goodwill associated therewith, including but not limited to all rights associated with the specified registrations on the U.S. Principal Register in the U.S. Patent and Trademark Office, and all rights of recovery for past infringement thereof (the "Trademark Assets"):

<b>Trademark</b>	<b>Registration Number (if any)</b>
MOBILE FIDELITY SOUND LAB	
MOBILE FIDELITY	2,045,969
MOBILE FIDELITY SOUND LAB A DIVISION OF MFSL, INC.	2,047,744
ULTRA	2,308,129
GAIN	
GAIN 2	
GEO-DISC	

This Assignment shall be effective December 26, 2000. From and after that date, Assignor shall recognize Assignee, its successors and assigns, as the exclusive owner of the Trademark Assets and Assignee, its successors and assigns, shall have sole use and enjoyment of the Trademark Assets as fully and completely as the same would have been held by Assignor had this Assignment not been made.

Dated: December \_\_, 2001

3/20/02

  
James Benz

ACKNOWLEDGMENT

State of California )  
 ) ss.  
County of Sonoma )

On March 20, 2002, before me, the undersigned notary public, personally appeared James G. Benz, personally known to me; or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Vicki M. Conkey  
Notary Public

