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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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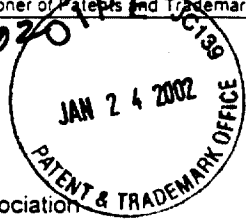
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To the Honorable Commissioner of Patents and Trademarks Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
IN STEREO, LLC *4-30-02*
 1805 Berlin Turnpike
 Wethersfield, CT 06109

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State:
 Other: Connecticut Limited Liability Company *1-24-02*

Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies):
 Name: Century Business Credit Corporation
 Internal Address: _____
 Street Address: 119 West 40th Street
 City: New York State: New York ZIP: 10018

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 19, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: FEDERAL RESEACH CORP.
 Internal Address: 400 SEVENTH STREET
NW
 Street Address: Suite 101
WASHINGTON, DC 20004
 City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41): _____ \$
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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

RICHARD ROEL *Richard Roel* 10/23/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

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

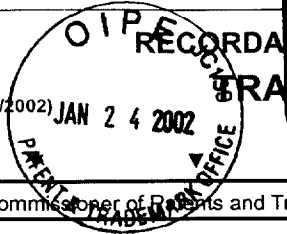
SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 19th, 1998 by and between IN STEREO, LLC and CENTURY BUSINESS CREDIT CORPORATION.

<u>Registration or Mark</u>	<u>Reg. No. or Application No.</u>	<u>Country</u>	<u>Filing Date</u>	<u>Status</u>
BOOMER MCLOUD	2,098,184	U.S.A.	12/18/95	Registered
RIGHT BETWEEN THE EARS IN STEREO	2,100,289	U.S.A.	3/29/96	Registered
BOOMER MCLOUD and Design	2,109,766	U.S.A.	2/21/96	Registered
BOOMER MCLOUD SEAL OF APPROVAL and Design	2,111,262	U.S.A.	2/21/96	Registered
FUSION	2,124,372	U.S.A.	6/11/96	Registered
SOUNDOLOGY	2,155,330	U.S.A.	2/21/96	Registered
LISTENER'S WANTED	75/453,919	U.S.A.	3/31/98	Under Review
BOOMER'S EXPRESS	75/496,196	U.S.A.	6/4/98	Under Review
ORIGINAL ALARM COMPANY	75/495,808	U.S.A.	6/4/98	Under Review
CONTROL PRO	75/495,809	U.S.A.	6/4/98	Under Review
	75/495,939	U.S.A.	6/4/98	Under Review

D\$

1-24-02



OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

1. Name of conveying party(ies):
CENTURY BUSINESS CREDIT CORPORATION
 119 West 40th Street
 New York, NY 10018

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **NY**
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: **WELLS FARGO CREDIT, INC.**

Internal Address:
 Street Address: **119 West 40th Street**
 City: **New York** State: **NY** ZIP: **10018**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State **MN**
 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 Merger
 Security Agreement Change of Name
 Other Assignment of Security to
 document originally recorded in Reel /
 Execution Date: **May 7, 2000**

Frame **1814/0251**, on Oct. 26, 1998

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 See Schedule A to Assignment of Security

B. Trademark Registration No.(s)
 See Schedule A to Assignment of Security

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

RETURN TO:
 Internal Address:
FEDERAL RESEARCH CORP
400 SEVENTH STREET NW
SUITE 101
 City: **WASHINGTON DC 20004**

6. Total number of applications and registrations involved: **11**

7. Total Fee (37 CFR 3.41) **\$ 290.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Loukia Harris *Loukia Harris* **January 21, 2001**
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: **5**

Mail documents to be recorded with required coversheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, DC 20231

01/28/2002 TDIAZ1 00000124 2098184
01 FC:481 40.00 DP
02 FC:482 250.00 DP
13640/10
01/21/2002 1157505.01

ASSIGNMENT OF SECURITY

WHEREAS, In Stereo, LLC ("Borrower") is obligated to Century Business Credit Corporation ("Lender") pursuant to (i) a certain Loan and Security Agreement dated as of October 19, 1998 (as amended, modified, restated or supplemented from time to time, the "Loan Agreement") by and between Borrower and Lender; and (ii) a certain Trademark Collateral Security Agreement dated as of October 19, 1998 made by Borrower in favor of Lender (as amended, modified, supplemented or restated from time to time, collectively, the "Agreements");

WHEREAS, pursuant to the Agreements, Borrower and Lender entered into a certain Trademark Assignment of Security dated as of October 19, 1998 (the "Assignment of Security") pursuant to which Borrower assigned unto Lender and granted to Lender a security interest in the trademarks and trademark applications shown on the attached Schedule A (the "Trademarks") for which there are recordings or applications in the United States Patent and Trademark Office (the "P&T Office") under the numbers shown on the attached Schedule A, all proceeds thereof, all rights corresponding thereto, the recordings and applications therefor and the goodwill of the business to which each of the Trademarks relate;

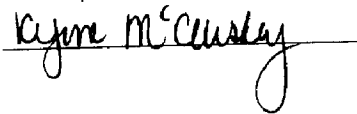
WHEREAS, the Assignment of Security was filed with the P&T Office at Reel 1814, Frame 0251;

WHEREAS, Lender and Wells Fargo Credit, Inc. ("WFCI") have entered into an Agreement pursuant to which Lender assigned to WFCI all of its right, title and interest in, inter alia, the Agreements and the Assignment of Security;

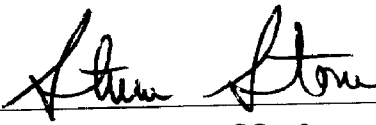
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lender does hereby assign unto WFCI all of its right, title and interest in the Assignment of Security.

Dated as of: May 7, 2000

WITNESS:



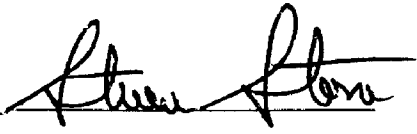
CENTURY BUSINESS CREDIT CORPORATION

By: 
Title: EXEC. VICE PRES.

Address: 119 West 40th Street
New York, New York 10018

WITNESS:

WELLS FARGO CREDIT, INC.



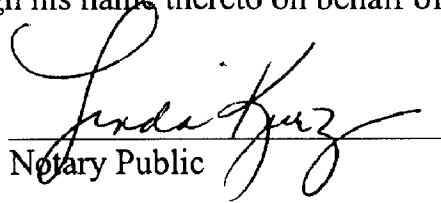
By: Reyna McCuskey
Title: Assistant Vice President

Address: 119 West 40th Street
New York, New York 10018
Attention: Account Manager - _____

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

On this 29 day of JUNE, 2001, before me personally came STEVEN STONE, to me known, who, being by me duly sworn, did depose and say that he is the EXEC. VICE PRES. of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

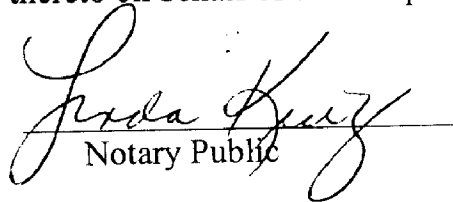
Linda Kurz
Notary Public, State of New York
No 01KU5033942
Qualified in Bronx County
Commission Expires: 9/26/02


Notary Public

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

On this 29 day of JUNE, 2001, before me personally came Regina McCluskey, to me known, who, being by me duly sworn, did depose and say that she is the assistant vice president of Wells Fargo Credit, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Linda Kurz
Notary Public, State of New York
No 01KU5033942
Qualified in Bronx County
Commission Expires: 9/26/02


Notary Public

Schedule A

Schedule A to an Assignment of Security dated as of May 7, 2000, by and between CENTURY BUSINESS CREDIT CORPORATION and WELLS FARGO CREDIT, INC.

Registration or Mark	Reg. No. or Application No.	Country	Filing Date	Status
BOOMER M CLOUD	2,098,184	U.S.A.	12/18/95	Registered
RIGHT BETWEEN THE EARS	2,100,289	U.S.A.	3/29/96	Registered
IN STEREO	2,109,766	U.S.A.	2/21/96	Registered
BOOMER M CLOUD and Design	2,111,262	U.S.A.	2/21/96	Registered
BOOMER M CLOUD SEAL OF APPROVAL and Design	2,124,372	U.S.A.	6/11/96	Registered
FUSION	2,155,330	U.S.A.	2/21/96	Registered
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LISTENER'S WANTED	75/456,196	U.S.A.	6/4/98	Under Review
BOOMER'S EXPRESS	75/495,808	U.S.A.	6/4/98	Under Review
ORIGINAL ALARM COMPANY	75/495,809	U.S.A.	6/4/98	Under Review
CONTROL PRO	75/495,939	U.S.A.	6/4/98	Under Review