

06-26-2002

FORM PTO-1594 (Rev. 03/01)

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

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

102136028

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

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**  
 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 Schedule A to Assignment of Security

Additional numbers attached  Yes  No

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

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

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

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.*

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

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

06/27/2002 BT0M11 00000033 2098184  
 01 FC:481 40.00 OP  
 02 FC:482 250.00 OP

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

13640/10  
 01/21/2002 1157505.01

**TRADEMARK**  
**REEL: 002531 FRAME: 0103**

**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.

<b>Registration or Mark</b>	<b>Reg. No. or Application No.</b>	<b>Country</b>	<b>Filing Date</b>	<b>Status</b>
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
SOUNDOLOGY	75/459,919	U.S.A.	3/31/98	Under Review
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

**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.

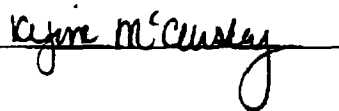
Dated as of: May 7, 2000

WITNESS:

CENTURY BUSINESS CREDIT CORPORATION

By:   
Title: EXEC. VICE PRES.

Address: 119 West 40<sup>th</sup> Street  
New York, New York 10018



WITNESS:



WELLS FARGO CREDIT, INC.

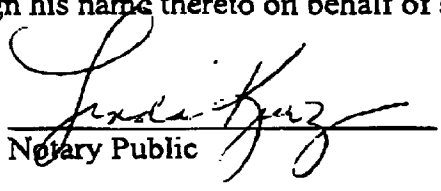
By: Kyrene McCuskey  
Title: Assistant Vice President

Address: 119 West 40<sup>th</sup> 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 STOLE, 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.

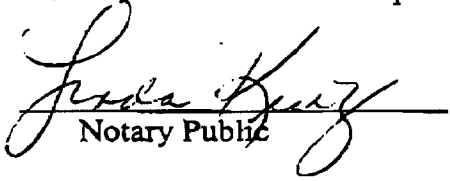
**Linda Kurz**  
Notary Public, State of New York  
No 01KU5033942  
Qualified in Bronx County  
Commission Expires: 9/26/02

  
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 he 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