



To the Honorable Commissioner of Pa. 102188130 receive the attached original documents or copy thereof.

1. Name of conveying party(ies):
**CITICORP USA, INC., as Assignee from
 SALOMON BROTHERS, INC.**

8/17/02

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

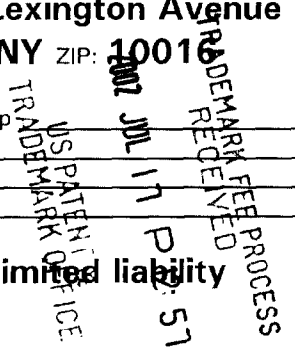
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: **SPIN VENTURES LLC**
 Internal Address:
 Street Address: **215 Lexington Avenue**
 City: **New York** State: **NY** ZIP: **10017**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Delaware limited liability
 company**

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 **Release and Reassignment**

Execution Date: **June 28, 2002**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
SPIN (Serial no. 75/041,812)

B. Trademark Registration No.(s)
SPIN (Reg. # 1,351,650)
SPIN (Reg. # 1,961,393)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Mr. Sigi Hinojosa
 Name: **Buchalter, Nemer, Fields & Younger**

Internal Address: _____

Street Address: **601 South Figueroa Street, 24th Floor**
 City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90⁰⁰

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
20-0052

(Attach duplicate copy of this page if paying by deposit account)

08/12/2002 DBYRNE 00000235 200052 75041812

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

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.

MR. SIGI HINOJOSA
 Name of Person Signing

Sigi Hinojosa
 Signature

July 16, 2002
 Date

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

**RELEASE AND REASSIGNMENT OF
TRADEMARKS AND TRADEMARK APPLICATION/REGISTRATIONS**

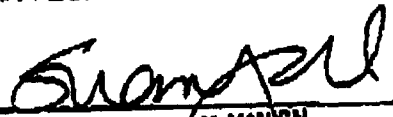
Reference is hereby made to that certain Security Agreement dated as of June 13, 1997, executed by VIBE/SPIN VENTURES LLC, a Delaware limited liability company (the "Borrower"), SPIN VENTURES LLC, a wholly owned subsidiary of the Borrower, and VIBE VENTURES LLC, a wholly owned subsidiary of the Borrower (each, a "Guarantor" and collectively, the "Guarantors"; the Guarantors and the Borrower are referred to collectively herein as the "Grantors"), in favor of SALOMON BROTHERS INC, a Delaware corporation, as collateral agent and administrative agent ("Lender"), which was recorded in the United States Patent and Trademark Office on November 20, 1997, at Reel 1658, Frame 0064 and pursuant to which Grantors assigned and granted to Lender a security interest in and to all of Grantors' right, title and interest in and to certain trademarks, including those trademarks specifically listed on Exhibit A attached hereto (the "Marks") and the goodwill associated therewith; and

WHEREAS, Lender wishes to release, retransfer and reassign to Grantors, without representation or warranty, all of Lender's right, title and interest in and to the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lender hereby releases, retransfers and reassigns to Grantors, without representation or warranty, all of Lender's right, title and interest in and to the Marks and the goodwill associated therewith.

IN WITNESS WHEREOF, Lender has executed this Release and Reassignment of Trademarks and Trademark Application/Registrations as of this 28th day of June, 2002.

CITICORP USA, INC. as Assignee from
SALOMON BROTHERS INC.

By: 
Name: SUSAN McMANICAL
Title: Administrative Agent

4737911

Exhibit "A"
TRADEMARKS
(Spin Ventures LLC)

Owner/Liens	Trademark	Reg. No.	Reg. Date
Spin Ventures LLC	SPIN	1,351,650	7-30-85
Spin Ventures LLC	SPIN	1,961,393	3-12-96

PENDING TRADEMARKS

Owner/Liens	Trademark	Serial No.	File Date
Spin Ventures LLC	SPIN	75-041,812	1-11-96

EARTH 155v1

RECORDED: 07/17/2002

TRADEMARK
REEL: 002561 FRAME: 0144