

08-15-2002



102191152

COVER SHEET  
**ONLY**

Docket No.:

41936/0033

Tab settings

To the Honorable Commissioner

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**Industrial Bank of Japan Trust Company**

(successor by merger to IBJ Whitehead Bank and Trust Company)

8.10.02

- Individual(s)
- General Partnership
- Corporation-State
- Other New York banking corporation
- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Assignment
- Merger
- Change of Name

Execution Date: July 31, 2002

2. Name and address of receiving party(ies):

Name: Source Enterprises, Inc.

Internal Address: \_\_\_\_\_

Street Address: 215 Park Avenue South, 11th Floor

City: New York State: NY ZIP: 10003

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/566595 75/791021  
76/078767 75/570845  
75/493410 75/565429

Additional numbers

B. Trademark Registration No.(s)

2430037 2331475  
2430038 2471977  
2446247

Yes  No

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

Name: Andrea A. Jacobs

Internal Address: Edwards & Angell, LLP

Street Address: 101 Federal Street

City: Boston State: MA ZIP: 02110

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:

08/14/2002 DBYRNE 00000198 75566595

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 250.00 OP

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.

Andrea A. Jacobs

Name of Person Signing

Andrea Jacobs

Signature

August 5, 2002

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

**ACKNOWLEDGMENT AND GENERAL RELEASE OF ASSIGNMENT OF  
TRADEMARKS AND COPYRIGHTS**

WHEREAS, **SOURCE ENTERPRISES, INC.**, a Delaware corporation, with an address at 215 Park Avenue South, 11<sup>th</sup> Floor, New York, New York 10003 (the "**Company**"), has adopted, used and is using the mark or marks shown on **Schedule A** attached hereto (the "**Marks**"), which are registered or are the subject of pending applications in the United States Patent and Trademark Office under the application and registration numbers identified on **Schedule A** adjacent to each of the Marks, and has registered with the U.S. Copyright Office the copyrights identified on **Schedule B** attached hereto (the "Copyrights"); and

WHEREAS, **THE INDUSTRIAL BANK OF JAPAN TRUST COMPANY**, successor by merger to IBJ Whitehall Bank & Trust Company, having its head office at

\_\_\_\_\_, as Administrative Agent (the "**Agent**") for the Lenders (as defined in said Credit Agreement referred to below), entered into (i) a certain Credit Agreement dated as of March 31, 2000, as amended, restated, supplemented and modified from time to time; and (ii) a certain Security Agreement dated as of March 31, 2000, as amended, restated, supplemented and modified from time to time (collectively, the "**Agreements**"); and

WHEREAS, pursuant to such Agreements the Company granted to the Agent for the benefit of the Lenders a security interest in and to the Copyrights, the Marks, the good will of the business symbolized by the Marks and the registrations thereof, evidenced by the security agreements recorded with the United States Patent and Trademark Office as of May 2, 2000 and June 20, 2001, and the security agreement recorded with the U.S. Copyright Office as of June 29, 2001 (collectively, the "Security Agreements"), which Security Agreements secured all the Obligations (as defined in the Agreements) of the Corporation; and

WHEREAS, the Agent and the Lenders are willing to release their security interest in and to the Marks, the good will of the business symbolized by the Marks and the registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby releases all of its right, title and interest in and to the Marks, the good will of the business symbolized by the Marks and the registrations thereof. The Agent hereby agrees to execute and deliver at the request of the Company, all documents and certificates, and to perform any other reasonable acts that the Company may require in order to effectuate the release of the security interest in the Marks held by the Agent pursuant to the Agreements and the Security Agreements.

IN WITNESS WHEREOF, the Agent, expressly intending to be legally bound hereby, has caused this Acknowledgment and General Release of Assignment of Trademarks to be executed by its duly authorized officer as of this 31st day of July, 2002.

THE INDUSTRIAL BANK OF JAPAN TRUST COMPANY

By: James D. Dunleavy  
Its: Managing Director

STATE OF NY

COUNTY OF NY

This instrument was acknowledged before me on this 31st day of July, 2002, by James D. Dunleavy, as officer of THE INDUSTRIAL BANK OF JAPAN TRUST COMPANY, as the successor by merger to IBJ Whitehall Bank & Trust Company, and acknowledged that he/she executed the foregoing Acknowledgment and General Release of Trademarks as his/her free act and deed before me on behalf of Lender, as duly authorized agent thereof.

Winnie Lee  
Notary Public  
My commission expires:

[SEAL] WINNIE LEE  
Notary Public, State of New York  
No. 01LE5056490  
Qualified in New York County  
Commission Expires 03/04/2004

**SCHEDULE A**

**TRADEMARKS**

| <b>Owner</b>             | <b>Trademark</b>                        | <b>Serial No.</b> | <b>Filing Date</b> | <b>Reg. No.</b> | <b>Reg. Date</b> |
|--------------------------|-----------------------------------------|-------------------|--------------------|-----------------|------------------|
| Source Enterprises, Inc. | UNSIGNED<br>HYPE                        | 76/017,717        | 4/5/00             | 2,430,037       | 2/20/01          |
| Source Enterprises, Inc. | UNSIGNED<br>HYPE                        | 76/017,718        | 4/5/00             | 2,430,038       | 2/20/01          |
| Source Enterprises, Inc. | WELCOME TO<br>THE HIP-HOP<br>GENERATION | 75/942,775        | 3/13/00            | 2,446,247       | 4/24/01          |
| Source Enterprises, Inc. | S (words and<br>design)                 | 75/566,589        | 10/7/98            | 2,471,977       | 7/24/01          |
| Source Enterprises, Inc. | THE SOURCE                              | 75/566,595        | 10/7/98            |                 |                  |
| Source Enterprises, Inc. | THE SOURCE                              | 75/791,021        | 9/2/99             |                 |                  |
| Source Enterprises, Inc. | THE SOURCE<br>APPROVED                  | 76/078,767        | 6/27/00            |                 |                  |
| Source Enterprises, Inc. | THE SOURCE<br>TELEVISION                | 75/493,410        | 5/29/98            |                 |                  |
| Source Enterprises, Inc. | THE SOURCE                              | 75/566,588        | 10/7/98            | 2,331,475       | 3/21/00          |
| Source Enterprises, Inc. | MADE MEN                                | 75/570,845        | 10/15/98           |                 |                  |
| Source Enterprises, Inc. | RAY<br>BENZINO'S<br>MADE MEN            | 75/565,429        | 10/7/98            |                 |                  |

**SCHEDULE B**

**COPYRIGHTS**

| <b>Title of Work</b>                                                                                       | <b>Owner</b>             | <b>Registration Number</b> | <b>Registration Date</b> |
|------------------------------------------------------------------------------------------------------------|--------------------------|----------------------------|--------------------------|
| California minority business enterprises directory                                                         | Source Enterprises, Inc. | TX 94051                   | 8/24/78                  |
| National minority business information system: a national directory of minority and women and owned firms. | Source Enterprises, Inc. | TX 759555                  | 8/24/81                  |

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**TRADEMARK**

**RECORDED: 08/13/2002**

**REEL: 002562 FRAME: 0504**