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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):
Simitar Entertainment, Inc.

10-29-02

- Individual(s)
- General Partnership
- Corporation - Minnesota
- Other:

- Association
- Limited Partnership

Additional name(s) of conveying parties attached? Yes No

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

Name: **Unidisc Music Inc.**
Address: **57-B Hymus Boulevard**
Pointe-Claire, Quebec H9R 4T2
Canada

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Canada
- 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(s) attached: Yes No

3. Nature of conveyance:

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

Effective Date: June 25, 2001

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

A. Trademark Application No.(s)

75/733,798

B. Trademark Registration No.(s)

Additional Numbers attached? Yes No

FINANCIAL SECTION
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RECORDS

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

Name: Jonathan D. Reichman, Esq.
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: **1**

7. Total fee (37 C.F.R. 3.41) \$ **40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **11-0600**

11/04/2002 BYRNE 00000005 110600 75733798
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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.

Jonathan D. Reichman
Name of Person Signing

Signature

10/24/02
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by Simitar Entertainment, Inc., a Minnesota corporation, whose address is 5555 Pioneer Creek Drive, Maple Plain, Minnesota, 55359-9003 (hereinafter the Assignor), in favor of Unidisc Music Inc., a Canadian corporation, whose address is 57-B Hymus Boulevard, Pointe-Claire, Quebec, Canada, H9R 4T2 (hereinafter the Assignee).

WITNESSETH THAT:

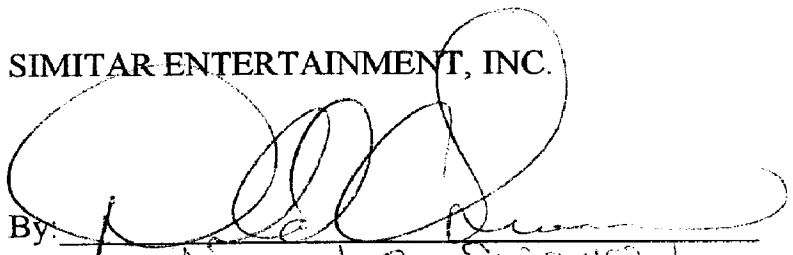
WHEREAS, the Assignor is the owner of all right, title and interest in and to U.S. Trademark Application No. 75/733,798, filed June 22, 1999, for GROOVE MERCHANT, and the goodwill of the business appertaining thereto and symbolized thereby; and

WHEREAS, the Assignee wishes to acquire from the Assignor all right, title and interest in and to the said trademark application; any resulting registration; and the goodwill of the business appertaining thereto and symbolized thereby; and

NOW, THEREFORE, to all whom it may concern, be it known that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor by these presents does hereby sell, transfer, convey, bequeath and assign unto the Assignee its entire right, title and interest in and to the trademark GROOVE MERCHANT; U.S. Trademark Application No. 75/733,798, filed June 22, 1999, therefor, and any registration resulting therefrom; the goodwill of the business appertaining thereto and symbolized thereby; and the right to sue and recover for the past infringement thereof.

SIMITAR ENTERTAINMENT, INC.

Date: 6/25, 2001

By: 

Name: Donald C. Stowers

Title: Interim CEO