

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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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):

Valley Media, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 04/03/2003

2. Name and address of receiving party(ies)

Name: AEC One Stop Group, Inc.

Internal

Address: _____

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: FL Zip: 33065

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

B. Trademark Registration No.(s) 2620526

Additional number(s) attached Yes No

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

Name: Francine Miller, Esq.

Internal Address: Donovan & Yee LLP

Street Address: 110 Greene Street - Suite 700

City: New York State: NY Zip: 10012

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

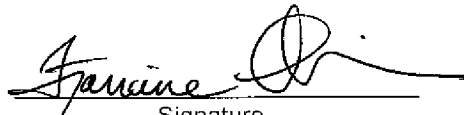
50-0357

DO NOT USE THIS SPACE

9. Signature.

Francine Miller

Name of Person Signing



Signature

April 7, 2003

Date

Total number of pages including cover sheet, attachments, and document: 6

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

ORIGINAL

TRADEMARK ASSIGNMENT

WHEREAS, Valley Media, Inc., a Delaware corporation, having a principal place of business at 1280 Santa Anita Court, Woodland, CA 95776 (hereinafter referred to as "ASSIGNOR"), is the owner of the trademarks and record owner of the United States trademark applications set forth in the SCHEDULE OF TRADEMARKS annexed hereto and made a part thereof, (hereinafter referred to as the "TRADEMARKS"); and

WHEREAS, AEC One Stop Group, Inc., a Delaware corporation, having its principal place of business at 4250 Coral Ridge Drive, Coral Springs, FL 33065 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the right, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS; and

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns to ASSIGNEE the entire right, title and interest of ASSIGNOR in and to the TRADEMARKS together with the goodwill of the business associated with the TRADEMARKS in the United States and foreign registrations and applications thereof; and

ASSIGNOR, does hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representative;

ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the trademark applications listed in the annexed Schedule of Trademarks as the property of ASSIGNEE; and



ASSIGNOR further agrees to execute such further documents as may be required to record ASSIGNEE as the owner of the TRADEMARKS and applications herein assigned.

IN WITNESS WHEREOF, the parties have executed this instrument as of the 3rd day of April, 2003


~~XXXXXXXXXXXX~~ AEC ONE STOP GROUP, INC.

By: [Signature]
Name: GEORGE W. CAMPAGNA
Title: CEO

STATE OF Florida)
)ss:
COUNTY OF Broward)

On the 3rd day of April, 2003, did appear George W Campagna who to me personally known, did depose and say that s/he is The CEO of AEC One Stop and is authorized to execute the foregoing instrument on behalf of said corporation. Group Inc

[Signature]
Notary Public

 Isabel Barney
My Commission DD030617
Expires July 13 2005



~~AEC ONE STOP GROUP, INC.~~

VALLEY MEDIA, INC.

By: [Signature]
Name:
Title:

STATE OF California)
~~FLORIDA~~)
COUNTY OF Yolo)
~~BROWARD~~)

On this 28th day of March, 2003, did appear Jerrold Benjamin who to me personally known, did depose and say that s/he is CEO and is authorized to execute the foregoing instrument on behalf of said corporation.

[Signature: Karen L. Verdugo]
Notary Public



SCHEDULE OF TRADEMARKS

Trademark applications:

SCHWANN INSIDE JAZZ AND CLASSICAL, Serial No. 76-248570, filed April 18, 2001, class 16 for magazines on the subject of home entertainment products, including audio and video recordings.

SCHWANN ONLINE, Serial No. 76-248569, filed April 18, 2001, class 42, for providing on-line computer databases on the subject of home entertainment products, including audio and video recordings.

SCHWANN, Serial No. 76-248568, filed April 18, 2001, class 41, for the publication of magazines, directories, catalogs and electronic databases on the subject of home entertainment, including audio and video recordings.

Other Trademarks:

- AUDIOFILE
- AUDIOTRAX
- ENHANCED VIDEO
- ENHANCED AUDIO
- STEREOPHILE, INC.
- CONSUMER MAGAZINES
- SCHWANN PUBLICATIONS
- SCHWANN POPULAR
- SCHWANN OPUS
- SCHWANN SPECTRUM
- SCHWANN ARTIST

