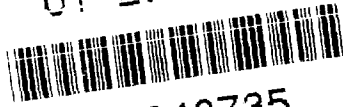


01-27-2003



102348735

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Chemical Bank, as Agent 1-21-03
Individual(s) Association General Partnership Limited Partnership Corporation-State New York Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Benson Music Group, Inc. Internal Address: Street Address: 741 Cool Springs Blvd. City: Franklin State: TN Zip: 37067
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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

OFFICE OF THE CLERK OF THE COURT FINANCE SECTION JUN 21 AM 9:23

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Release of Security Interest
Execution Date: February 28, 1997

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,240,944 1,721,928
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jenifer deWolf Paine, Esq. Internal Address: Room 1864 Proskauer Rose LLP Street Address: 1585 Broadway City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41): \$ 65.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 16-2500 (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. Jenifer deWolf Paine Name of Person Signing Signature January 15, 2003 Date Total number of pages including cover sheet, attachments, and document: 3

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

01/24/2003 TDIAZ1 00000052 162500 1240944 01 FC:0521 40.00 CH

TRADEMARK REEL: 002658 FRAME: 0443

ATTACHMENT A

FINANCING STATEMENT is presented for filing
to the Michigan Uniform Commercial Code.

UCC 3 - STATE OF MICHIGAN

FOR FILING OFFICER
(Date, Time, Number, and Filing Officer)
DO NOT WRITE IN THIS SPACE

Last Name First, if individual & Address(es) *Soc. Security or Tax ID #*
son Music Group, Inc. 62-1536855
Great Circle Road
Shville, TN 37228

Secured Party #
Chemical Bank, as Agent
200 Jericho Quadrangle
1st Floor N.W.
Cost Center #1782
Jericho, NY 11753

4. No. of Add'l Sheets
5. State Account No.

ACKNOWLEDGEMENT COPY TO:
L J

6. THIS STATEMENT REFERS TO THE ORIGINAL
FINANCING STATEMENT BEARING THE FOLLOWING.
Sec. of State File Number 33971B
Reg. of Deeds File Number _____
Liber _____ Page _____

- AMMENDMENT - The Financing Statement bearing the file number(s) shown in item 6 is amended as set forth in item 13 below.
- ASSIGNMENT - All of Secured Party's right under the Financing Statement bearing the file number shown in Item 6 has been assigned to the assignee whose name and address appears in item 13 below.
- PARTIAL ASSIGNMENT - A portion of the Secured Party's right under the Financing Statement bearing the file number shown in Item 6 to the property described in Item 13 below has been assigned to the assignee whose name and address appears in Item 13.
- CONTINUATION - The original Financing Statement bearing the file number shown in Item 6 is still effective. A CONTINUATION CANNOT BE FILED MORE THAN SIX MONTHS PRIOR TO EXPIRATION DATE.
- PARTIAL RELEASE - The Secured Party(ies) releases the following collateral described in Item 13 below from the original Financing Statement bearing the file number as shown in Item 6.
- TERMINATION - The Secured Party(ies) of record no longer claim(s) a security interest under the Financing Statement bearing the file number shown in Item 6.

Filed with: Michigan, Secretary of State

Signature(s) of Debtor(s) _____
Signature(s) of Secured Party(ies) or Assignee(s) of Record
The Chase Manhattan Bank (formerly known as Chemical Bank)

Signature(s) of Debtor(s) _____
Signature(s) of Secured Party(ies) or Assignee(s) of Record

IF YOU WISH THE ACKNOWLEDGEMENT COPY TO BE MAILED TO AN ADDRESS OTHER THAN THE SECURED PARTY SHOWN IN ITEM 2, PROVIDE COMPLETE MAILING INFORMATION IN ITEM 3.

FILING OFFICER COPY

STATE OF TENNESSEE UNIFORM COMMERCIAL CODE
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. - FORM UCC-3 TENN.

1 FINANCING STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code:		3 Maturity date (if any):
Debtor (Last Name First) and address(es) Music Group, Inc. Great Circle Road Memphis TN 37228	2 Secured Party(ies) and address(es) Chemical Bank, as Agent 200 Jericho Quadrangle 1st Floor N.W. Cost Center #1782 Jericho NY 11753	For Filing Officer (Date, Time, Number, and Filing Office)

This statement refers to original Financing Statement No. 222042		Dated 8/6	19 93
Continuation <input type="checkbox"/>	B. Partial Release <input type="checkbox"/>	C. Assignment <input type="checkbox"/>	D. Other: Termination
Original financing statement of the foregoing Debtor and Party, bearing the file number shown above, is still effective. (Fee \$10.00)	From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the following: (Fee \$10.00)	The Secured Party certifies that the Secured Party has assigned to the Assignee whose name and address is shown below, Secured Party's rights under the financing statements bearing the file number shown above in the following property: (Fee \$10.00)	

Filed with Tennessee, Secretary of State

_____ (Signature of Debtor, if required)	(Debtor)	The Chase Manhattan Bank (formerly known as Chemical Bank)
_____, 19____	By: <i>[Signature]</i>	Signature(s) of Secured Party(ies)

FILING OFFICER COPY-ALPHABETICAL