

6-26-03

06-30-2003



102485767

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

06/30/2003 6TOM11 00000038 76433521

FOR OFFICE USE ONLY

01 FC:8521 40.00 OP
02 FC:8522 550.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002770 FRAME: 0281

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76433521"/>	<input type="text" value="76284840"/>	<input type="text" value="76284839"/>	<input type="text" value="2243335"/>	<input type="text" value="2304221"/>	<input type="text" value="2311492"/>
<input type="text" value="76271296"/>	<input type="text" value="76376275"/>	<input type="text" value="76307471"/>	<input type="text" value="2633144"/>	<input type="text" value="2537307"/>	<input type="text" value="2311761"/>
<input type="text" value="75555541"/>	<input type="text" value="75555540"/>	<input type="text" value="76496286"/>	<input type="text" value="2311756"/>	<input type="text" value="2311755"/>	<input type="text" value="2311754"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

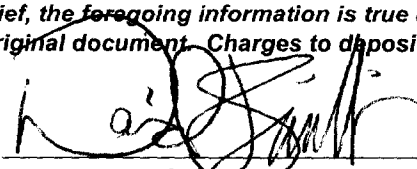
Yes

No

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. Charges to deposit account are authorized, as indicated herein.

David J. Simonelli



June 24, 2003

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

**NOTICE OF SECURITY INTEREST AND HYPOTHEC IN
INTELLECTUAL PROPERTY**

TO: THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

This Notice of Security Interest and Hypothec in Intellectual Property is made as of April 3, 2003 by **MADACY ENTERTAINMENT GROUP, LIMITED ("Madacy")** with reference to the following facts:

1. Madacy has entered into a general security agreement dated as of March 31, 2003 (the "**GSA**") given by Madacy in favour of LaSalle Business Credit, a division of ABN AMRO Bank N.V., Canada Branch ("**LaSalle**") and a movable hypothec dated March 31, 2003 (the "**Hypothec**") between Madacy and LaSalle (ABN AMRO Bank N.V., Canada Branch).
2. Pursuant to the GSA, Madacy granted to LaSalle a security interest in, among other things, all of Madacy's intellectual property, including without limitation the trademarks and trademark applications, if any, listed in Schedule "A" hereto (collectively, the "**Trademarks**"), in which Madacy now has or at any time hereafter acquires an interest. Further, pursuant to the Hypothec, Madacy hypothecated, among other things, to LaSalle all of Madacy's intellectual property, including without limitation, the Trademarks in which Madacy now has or at any time hereafter acquires an interest.

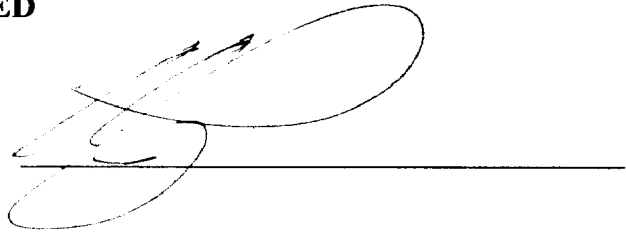
NOW THEREFORE NOTICE IS GIVEN TO ALL PERSONS THAT:

Madacy has granted a security interest in, and hypothecated, the Trademarks to LaSalle and the Commissioner of Patents and Trademarks is hereby requested to note the security interests and hypothecs in favour of LaSalle in the United States Patent and Trademark Office's records relating to the Trademarks.

DATED as of April 3, 2003.

**MADACY ENTERTAINMENT GROUP,
LIMITED**

By:
Name:
Title:



SCHEDULE "A"

To: The Registrar of Trademarks

Trademarks:

CANADIAN TRADE-MARKS

TRADE-MARK	Application No.	Date
Not applicable		

U.S. TRADE-MARKS

TRADE-MARK	Application No.	Date
Madacy Entertainment	2243335	5/4/99
Relentless Records	2304221	12/28/99
Relentless Records	2311492	1/25/00
Rock on Christian	2633144	10/08/02
Baby Steps	2537307	2/5/02
Baby Symphony	2311761	1/25/00
Baby Symphony Tender Moods	231156	1/25/00
Baby Symphony Sweet Dreams	2311755	1/25/00
Baby Symphony Sweet Fantasies	2311754	1/25/00
Knightsbridge Symphony Orchestra	2276491	9/7/99
In Orchestra Experience	2366898	7/11/00
In Orchestra Experience	2358369	6/13/00
A Lifetime of Music for the 21 st Century	2404592	4/27/00
101 Strings		
Pending Trademarks		
Word & Worship	76433521	
Party in a Box	76284840	
Make-up to Music	76284839	
Brewed Moods	76271296	
Glitter Grooves	76376275	
Madsongs	76307471	
Scents & Sounds	75555541	
Aroma Sounds & Scents	75555540	
Karaoke Party!	Pending	
Party on Karaoke	Pending	

CANADIAN PATENTS

PATENT	Application No.	Date
Not applicable		

U.S. PATENTS

TRADE-MARK	Application No.	Date
Not applicable		