

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):

C D Listening Bar, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other California
- 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: 06/30/04

2. Name and address of receiving party(ies)

Name: PNC Bank, National Association

Internal

Address:

Street Address: Two North Lake Ave., Ste 440

City: Pasadenz State: CA Zip: 91101

- Individual(s) citizenship
- Association National banking 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2748811

Additional number(s) attached Yes No

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

Name: Cathryn A. Berryman

Internal Address:

Street Address: Jenkins & Gilchrist, P.C.

1445 Ross Ave, Suite 3200

City: Dallas State: TX Zip: 75202

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:

10-0447

DO NOT USE THIS SPACE

9. Signature.

Cathryn A. Berryman
Name of Person Signing

Cathryn A. Berryman
Signature

8/26/04
Date

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

8

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

GRANT OF SECURITY INTEREST
(TRADEMARKS)

This GRANT OF SECURITY INTEREST, dated as of June 30, 2004, is executed by C D LISTENING BAR, INC., a California corporation ("**Grantor**"), in favor of PNC BANK, NATIONAL ASSOCIATION ("**Agent**").

A. Pursuant to a Loan and Security Agreement dated as of June 30, 2004 (as amended from time to time, the "**Credit Agreement**") between Grantor and Agent, Agent has agreed to extend certain credit facilities to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "**Trademarks**");

C. Grantor has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "**Security Agreement**") in favor of Agent; and

Pursuant to the Security Agreement, Grantor has granted to Agent a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Agent's address is:

PNC Bank, National Association
Two North Lake Avenue, Suite 440
Pasadena, California 91101
Attention: Relationship Manager
Telephone: (626) 432-6104
Telecopier: (626) 432-4589
Email: sandra.kenyon@pncbusinesscredit.com

IN WITNESS WHEREOF, Grantor has caused this Assignment to be executed as of the day and year first above written.

C D LISTENING BAR, INC.

By: 

Name: Jeffrey C. Walker

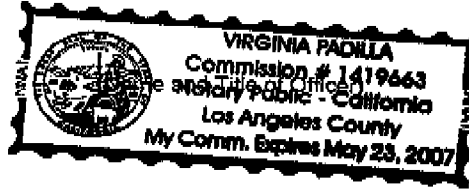
Its: President

ALL-PURPOSE ACKNOWLEDGMENT

VIRGINIA PADILLA

STATE OF CALIFORNIA)
) ss.
 COUNTY OF LOS ANGELES)

On June 29, 2004, before me,
 personally appeared Jeffrey C. Walker



- personally known to me
- or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Virginia Padilla
 Signature Of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
- Corporate Officer

 Title(s)

- Partner(s) Limited
- Attorney-In-Fact General
- Trustee(s)
- Guardian/Conservator
- Other: _____

 Title Or Type Of Document

 Number Of Pages

Signer is representing:
 Name Of Person(s) Or Entity(ies)

 Date Of Document

 Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Status/Status Date/Register	Serial/App. No. and Registration No.	Registrant/Jurisdiction
"SuperFile"	Active, 08/05/2003	2,748,811	USPTO Principal Register

I-A-1

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

None.

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Status/Status Date/Register	Serial/App. No. and Registration No.	Registrant/Jurisdiction
"SuperFile"	Active, 08/05/2003	2,748,811	USPTO Principal Register

I-A-1

GRANT OF SECURITY INTEREST (TRADEMARKS)
 LOSANGELES 263779v1 50838-00012

RECORDED: 08/26/2004

TRADEMARK
 REEL: 002931 FRAME: 0109