

ATTORNEY DOCKET NO.: 06127.1005US and .1003US

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTY REF. NO.: 06127.1005US and .1003US

<p>1. Name of conveying party(ies):</p> <p style="margin-left: 20px;">First Media Communications, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation a Tennessee corporation <input type="checkbox"/> Other</p> <p>Additional names of conveying party(ies) attached?</p> <p style="margin-left: 20px;"><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Audiophile Music Direct d/b/a Music Direct</p> <p>Internal Address:</p> <p>Street Address: 318 North Laflin Street</p> <p>City: Chicago</p> <p>State: Illinois</p> <p>Country: U.S.A</p> <p>Zip: 60607</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - a Nevada Corporation <input type="checkbox"/> Other</p> <p>If Assignee is not domiciled in the United States, a domestic representative designation is attached:</p> <p style="margin-left: 20px;"><input type="checkbox"/> YES <input type="checkbox"/> NO</p> <p>Additional name(s) and address(es) attached?</p> <p style="margin-left: 20px;"><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
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3. Nature of conveyance:			
<input checked="" type="checkbox"/>	Assignment	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Change of Name

Execution Date: April 20, 2004

4. Application number(s) or registration number(s):	
<p>A. Trademark Application No.(s): 76/510297 (MUSICDIRECT)</p>	<p>B. Trademark Registration No. 2097934 (MUSIC DIRECT)</p>

Additional numbers attached? YES NO

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p style="margin-left: 20px;">Thad C. Kodish, Esq. NEEDLE & ROSENBERG, P.C. Suite 1000 999 Peachtree Street Atlanta, Georgia 303039-3915 PHONE (678) 420 9300</p>	<p>6. Total number of applications and registrations involved: 2</p>
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TRADEMARK

REEL: 002944 FRAME: 0750

CP \$65.00 76510297

ATTORNEY DOCKET NO.: 06127.1005US and .1003US

PAGE 2 OF 2

7. Total fee (37 CFR 3.41): \$65

Enclosed per the attached Credit Card Authorization form no. PTO 2038

Authorized to be charged to a Deposit Account

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629

(Attach duplicate copy of this form if paying by deposit account)

9. 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.

Thad C. Kodish
Thad C. Kodish

Date 9/24/04

Total Number of Pages Including Cover Sheet, Attachments, and Document: 5

I hereby certify that this correspondence is being transmitted to the Assignment Division of the United States Patent and Trademark Office via facsimile no. (703)306-5995 on this 24th day of September, 2004.

Bonda Hedgepeth
Bonda Hedgepeth

Sept. 24, 2004
Date

Exhibit A – Assignment

TRADEMARK ASSIGNMENT

WHEREAS, pursuant to that certain Trademark and Domain Name Purchase Agreement, dated as of April 20, 2004, by and between Audiophile Music Direct d/b/a Music Direct, a Nevada corporation (“Assignee”), and First Media Communications, Inc., a Tennessee corporation (“Assignor”), Assignor has agreed to assign and transfer to Assignee, all right, title and interest to trademarks and the associated applications and registrations therefor set forth in Annex 1 (the “Marks”) together with the goodwill of the business symbolized by those Marks;

WHEREAS, Assignor has adopted, owns and is using the Marks in connection with various goods and services;

WHEREAS, Assignee desires to acquire the Marks and any applications and registrations therefore; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, any applications and registrations therefor, together with the goodwill of the business symbolized by the Marks, including, without limitation, all rights to sue at law or in equity for any past, present or future infringement thereof, and to receive all proceeds and damages therefrom, to be held and enjoyed by Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by Assignor had this assignment and sale not been made.

[Signature Page Follows]

IN WITNESS WHEREOF, the Assignor has caused this Trademark Assignment to be executed and delivered as of the date first above written.

FIRST MEDIA COMMUNICATIONS, INC.

By: *James L. Berk*
Name: James L. Berk
Title: President

Dated effective as of April 20, 2004

State of Tennessee, Davidson Co.
SUBSCRIBED and SWORN to before me
this 20 day of April, 2004.

Greg J. Karus
Notary Public

My Commission Expires: MY COMMISSION EXPIRES SEPT. 24, 2005



Annex 1

MUSIC DIRECT	Registration No. 2,097,934
MUSICDIRECT	Serial App. No. 76/510,297
MUSICDIRECT.COM	Common Law