

ASSIGNMENT

WHEREAS, James B. Davis, d/b/a Music Direct ("Assignor"), is an individual residing and doing business in the State of Illinois.

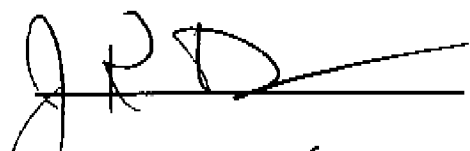
WHEREAS, Assignor is the record owner of all right, title and interest in and to the United States Trademark Registration Number 2,308,129 (the "Registration"), for the trademark "ULTRA" (the "Trademark"); and

WHEREAS, Ultra Records, Inc., ("Assignee") is a corporation organized and existing under the laws of the State of New York, with its principal place of business in New York, New York

WHEREAS, the parties hereto are desirous of executing this document for the purposes of recordation at the United States Patent and Trademark Office, recording title in and to the Trademark and Registration in the name of Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all statutory and common law right, title and interest in and to the Trademark and the Registration, together with the goodwill of the business symbolized by the Trademark.

JAMES R. DAVIS


Date: 09.30.04