

Form PTO-1504
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
BENSON MUSIC GROUP, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Tennessee
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
Name: BRENTWOOD MUSIC PUBLISHING, INC.
Address: _____
741 Cool Springs Blvd.

Franklin, Tennessee 37067

 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Tennessee
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Declaration of Transfer of Legal Title
Execution Date: July 21, 1999

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) & addresses attached?
 Yes No

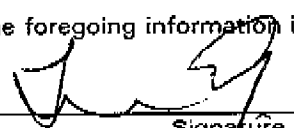
4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,721,928
Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lawrence Eli Apolzon
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017
Tel: (212)813-5900; Fax: (212)813-5901

6. Total number of applications and registration involved:.....1
7. Total fee (37 CFR 3.41) \$ 40.00
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:
23-0825; Docket No.: ZOME - 0423349
(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.
Lawrence Eli Apolzon  10/27/04
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: _____

CH \$40.00 230825 1721928

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE: REGISTRATION OF

BRENTWOOD-BENSON MUSIC PUBLISHING, INC.
(A TENNESSEE CORPORATION)
741 COOL SPRINGS BLVD.
FRANKLIN, TENNESSEE 37067

REGISTRATION NO.: 1,721,928
ISSUED: OCTOBER 6, 1992
CLASS: INTERNATIONAL CLASS 16
TRADEMARK: LIFT HIM UP

DECLARATION OF TRANSFER OF LEGAL TITLE

HONORABLE COMMISSIONER OF
PATENTS AND TRADEMARKS
WASHINGTON, D.C. 20231

Sir:

Dale Mathews, President of Brentwood-Benson Music Publishing, Inc., declares that said corporation owns Registration No. 1,721,928 registered on October 6, 1992, as shown by records in the United States Patent and Trademark Office.

Benson Music Group, Inc., the original applicant, filed its application to register the mark "LIFT HIM UP" on February 18, 1992, and was issued a federal registration on October 6, 1992. On July 30, 1993, Music Entertainment Group, Inc. purchased the assets of Benson Music Group, Inc. For this acquisition, Chase Manhattan Bank (formerly known as Chemical Bank) provided a loan secured by a lien on the trademarks and assets of Benson Music Group. On February 28, 1997, the

obligations under the credit agreement were repaid, and the lien automatically terminated (See Attachment A).

On February 28, 1997, Music Entertainment Group, Inc., Brentwood Music, Inc. and Zomba MEG Acquisition Corp merged into Music Entertainment Group, Inc. That same date, Brentwood Music Publishing, Inc. purchased the music publishing assets of Benson Music Group, Inc. Subsequently, Brentwood Music Publishing, Inc. changed its name to Brentwood-Benson Music Publishing, Inc. on March 21, 1998. Accordingly, the records at the Assignment Office should reflect that Brentwood_Benson Music Publishing, Inc. is the owner of the mark "LIFT HIM UP." An Assignment and Notice of Recordation of Assignment for this mark are enclosed. Brentwood-Benson Music Publishing respectfully requests that the U.S. Patent and Trademark Office records be modified to reflect this change in ownership, and that the Section 8 & 15 Affidavit executed on September 11, 1998, be accepted for this mark.

The registrant further declares that all statements made herein of his knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under §1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the Declaration or of the Registration.

The undersigned hereby appoints Edward D. Lanquist, Jr. and the firm of Wadley & Patterson, Suite 2020 NationsBank Plaza, 414 Union Street, Nashville,

Tennessee, 37219, Telephone (615) 242-2400, to file this Declaration of Transfer of Legal Title in the United States Patent and Trademark Office for Registration No. 1,721,928 and to transact all business in connection therewith and to receive all communication in respect thereto.

BRENTWOOD-BENSON MUSIC
PUBLISHING, INC.

By: 

Dale Mathews, President

Date: 7/21/99

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

Debtor (Last Name First, if individual & Address(es))

Soc. Security #/Tax ID #

son Music Group, Inc.
Great Circle Road
Shville, TN 37228

62-1536855

Secured Party 1 (Name & Address(es))

Secured Party #

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

1

1. No. of Adult Shares

2. State Account No.

ACKNOWLEDGEMENT COPY TO:

1

1

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) release(s) 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)

The Chase Manhattan Bank (formerly known as Chemical Bank)
X [Signature]
Signature(s) of Secured Party(ies) or Assignee(s) of Record

Signature(s) of Debtor(s)

X [Signature]
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

TRADEMARK

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

FINANCING STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

3 Maturity date (if any):

1 Debtor (Last Name First) and address(es):
Great Music Group, Inc.
Great Circle Road
Nashville 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

A. Continuation

B. Partial Release

C. Assignment

D. Other:

Termination

This original financing statement was filed by the foregoing Debtor and Secured 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 statement bearing the file number shown above in the following property:
(Fee \$10.00)

Filed with Tennessee, Secretary of State

The Chase Manhattan Bank (formerly known as Chemical Bank)

(Signature of Debtor, if required)

(Debtor)

By:

Signature(s) of Secured Party(ies)

FILING OFFICER COPY-ALPHABETICAL