



**QUITCLAIM ASSIGNMENT**

This agreement dated October 29, 2004, is by and between **CONN-SELMER, INC.** ("Conn-Selmer"), successor in interest to **EMERSON MUSICAL INSTRUMENTS, INC.** ("EMI"), and **GMAC COMMERCIAL FINANCE LLC** ("GMAC"), successor by merger to **GMAC Commercial Credit LLC**, which in turn was successor in interest to **BNY FINANCIAL CORPORATION** ("BNY"). For good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties hereby agree as follows:

1. The parties confirm that the Trademark Collateral Assignment Agreement between Emerson Musical Instruments, Inc. ("EMI"), predecessor in interest to Conn-Selmer, and BNY Financial Corporation ("BNY"), predecessor in interest to GMAC, dated January 31, 1997 (the "TCA Agreement"), was intended solely as a grant of a security interest in the trademarks ELD, U.S. Registration No. 1,862,454, EMERSON, U.S. Registration No. 1,164,599, ELD-EMERSON, U.S. Registration No. 1,179,046, and EMERSON, Australian Registration No. A517953 (the "Trademarks"), and not as an assignment of any ownership interest of any kind in the Trademarks.

2. To the extent that the Agreement may be interpreted in any manner as a transfer or assignment of any ownership rights in the Trademarks from EMI to BNY, to remove any doubt, GMAC hereby confirms that it currently holds no, and has not held in the past, any ownership rights of any kind in the Trademarks, other than a security interest, and that it quitclaims any such ownership rights.

IN WITNESS WHEREOF, each party has caused this Agreement to be duly executed and delivered as of the date first written above.

CONN-SELMER, INC.

GMAC COMMERCIAL FINANCE LLC

By: [Signature]

By: [Signature]

Its: F. U.P.

Its: Vice President

Date Signed: 11/18/04

Date Signed: 11/4/04

**FISH & RICHARDSON P.C.**

225 Franklin Street  
Boston, Massachusetts  
02110-2804

Telephone  
617 542-5070

Facsimile  
617 542-8906

Web Site  
[www.fr.com](http://www.fr.com)

**Date** February 22, 2005

**To** Mail Stop Assignment Recordation Services/FEE  
Director of the U.S. Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450

Telephone: 1 703 308 9273

**Facsimile number** 11779-12400001 / 1 703 306 5995

**From** Jo-Ann Pomilla -- Trademark Paralegal  
For Debra S. Serota, Esq.

**Re** Conn-Selmer, Inc.  
Country: United States  
Our Ref.: 11779-124001

**Number of pages  
including this page**

**Message** Enclosed are the following documents:

1. Quitclaim Assignment from GMAC Commercial Finance LLC to Conn-Selmer, Inc. dated October 29, 2004.
2. Recordation Cover Sheet.

Please record this document which is being filed to confirm the 1997 agreement between the parties predecessors in interest as a security agreement and to correct the prior error in recordal as an assignment.

Please charge all fees to Deposit Account No. 061050.

Please do not hesitate to contact us if you have any questions or require any additional information.

**NOTE:** This facsimile is intended for the addressee only and may contain privileged or confidential information. If you have received this facsimile in error, please immediately call us collect at 617 542-5070 to arrange for its return. Thank you.