

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Trademark Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A. as Collateral Agent	FORMERLY Chase Manhattan Bank	03/11/2005	National Banking Association:

**RECEIVING PARTY DATA**

<b>Name:</b>	MTS, Incorporated
<b>Street Address:</b>	2500 Del Monte Street
<b>Internal Address:</b>	Building C
<b>City:</b>	Sacramento
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	95691
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 57**

Property Type	Number	Word Mark
Registration Number:	1188221	ROSE RECORDS
Registration Number:	1380333	PULSE
Registration Number:	1469471	TOWER RECORDS
Registration Number:	1546888	TOWER VIDEO
Registration Number:	1548727	TOWER RECORDS/VIDEO
Registration Number:	1605065	TOWER BOOKS
Registration Number:	1875714	SOLOMON DUBNICK GALLERY
Registration Number:	1878145	TOWER GALLERY
Registration Number:	1878147	TOWER RECORDS VIDEO
Registration Number:	1879004	TOWER OUTLET
Registration Number:	1906108	TOWER RECORDS/VIDEO/BOOKS
Registration Number:	1879006	TOWER RECORDS
Registration Number:	1869742	TOWER

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Registration Number:	1903183	TOWER CD LISTENING STATION
Registration Number:	2414228	TOWER
Registration Number:	1993203	EPULSE
Registration Number:	2062095	SOLOMON DUBNICK PRESS
Registration Number:	1991259	THE TOWER DIFFERENCE IS SELECTION
Registration Number:	2048698	AT TOWER RECORDS, THE DIFFERENCE IS SELECTION
Registration Number:	1995459	IT'S A GLOBAL THING
Registration Number:	1999796	TOWER CONCEPTS
Registration Number:	2023666	TOWER FRAMING
Registration Number:	2500578	GIANORMOUS
Registration Number:	2126722	ROSE RECORDS
Registration Number:	2126723	ROSE RECORDS
Registration Number:	2121440	CLUB TOWER
Serial Number:	75221704	T.E.N.
Serial Number:	75221706	TOWER ENTERTAINMENT NETWORK
Registration Number:	2213846	@TOWER
Registration Number:	2149377	EPULSE
Registration Number:	2229988	BAYSIDE
Serial Number:	75281509	TOWER NEWS
Registration Number:	2213918	TOWER RECORDS
Registration Number:	2444643	BED
Registration Number:	2225107	NO MUSIC, NO LIFE
Registration Number:	2266463	DESERT ISLAND DISCS
Registration Number:	2349287	BED BAYSIDE ENTERTAINMENT DISTRIBUTION
Registration Number:	2275788	TOWER TO TOWER RUN
Registration Number:	2527869	TOWER EXPRESS
Registration Number:	2873042	PULSE! LATINO
Serial Number:	75856455	CALAMARI RECORDS
Registration Number:	2415694	TOWER LATINA
Registration Number:	2776031	THE BEST PLACE TO BUY MUSIC. PERIOD.
Serial Number:	75931044	NO RISK DISC
Registration Number:	2615774	BED
Serial Number:	75931460	TOWERDIRECT
Registration Number:	2721809	REWOT
Registration Number:	2613233	SUPER SHNOZZ

Registration Number:	2721868	TOWER MANIA
Registration Number:	2625996	TOWER RECORDS ESSENTIALS COLLECTION
Registration Number:	2769561	TOWER ESSENTIALS COLLECTION
Registration Number:	2879832	REWOT
Registration Number:	2613292	33RD STREET RECORDS
Registration Number:	2789161	COLUMBUS & BAY
Serial Number:	76233215	TOWERBOOKSTORE
Registration Number:	2581700	33RD STREET RECORDS
Registration Number:	2617404	PULSE!

**CORRESPONDENCE DATA**

Fax Number: (202)728-0744

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 2027216405

Email: christine.wilson@t-t.com

Correspondent Name: Thomson & Thomson

Address Line 1: 1750 K Street, NW

Address Line 2: Suite 200

Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	CHRISTINE WILSON
Signature:	/CHRISTINE WILSON/
Date:	04/18/2005

**Total Attachments: 5**

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## RELEASE OF TRADEMARK SECURITY INTEREST

This Release of Trademark Security Interest (this "**Release**") is dated as of March 11, 2005. Reference is hereby made to the Amended and Restated Security Agreement (the "**Security Agreement**"), dated as of April 27, 2001, by and between, MTS, Incorporated (the "**Assignor**") and JPMorgan Chase Bank, N.A. (formerly known as Chase Manhattan Bank), as Collateral Agent (the "**Assignee**") recorded with the United States Patent and Trademark Office on May 11, 2001, on Reel/Frame No. 002294/0396.

Assignee hereby notifies, acknowledges to and agrees with Assignor that the security interest granted by Assignor in the Trademarks (as defined in the Security Agreement) (the "**Trademark Collateral**") including, without limitation, the security interest granted in the Trademarks listed on the attached Schedule A, is terminated and released, and that Assignee hereby releases and forever discharges all of its right, title and interest of any kind or nature in the Trademark Collateral granted, assigned or conveyed pursuant to the Security Agreement.

The Assignee hereby agrees to take such further actions and to execute and deliver such further documents as Assignor may reasonably request to effect and evidence this Release, including, without limitation, the execution and delivery of any filings, statements, amendments, recordations or other instruments required to maintain the applications or registrations of the Trademark Collateral and record the chain of title accordingly with the United States Patent and Trademark Office, subject, in each case to the Assignor's prior payment in full to the Assignee of its costs and expenses (including reasonable fees and disbursements of counsel) incurred in connection therewith; provided, however, that Assignee shall not be required to take any action which exposes the Assignee to personal liability or which is contrary to applicable law.

**IN WITNESS WHEREOF**, Assignee has caused this Release of Trademark Security Interest to be duly executed and delivered by its duly authorized representative as of the date first above written.

**JPMORGAN CHASE BANK, N.A. (formerly  
known as CHASE MANHATTAN BANK), as  
Collateral Agent**

By: Susan E. Atkins  
Name: Susan E. Atkins  
Title: Managing Director

**SCHEDULE A  
TO  
RELEASE OF TRADEMARK SECURITY INTERESTS**

**Trademarks:**

1	<b>Serial #:</b> <u>73278614</u> <b>Filing Dt:</b> 09/22/1980 <b>Reg #:</b> <u>1188221</u> <b>Reg. Dt:</b> 01/26/1982 <b>Mark:</b> ROSE RECORDS
2	<b>Serial #:</b> <u>73455437</u> <b>Filing Dt:</b> 12/05/1983 <b>Reg #:</b> <u>1380333</u> <b>Reg. Dt:</b> 01/28/1986 <b>Mark:</b> PULSE
3	<b>Serial #:</b> <u>73473347</u> <b>Filing Dt:</b> 04/02/1984 <b>Reg #:</b> <u>1469471</u> <b>Reg. Dt:</b> 12/15/1987 <b>Mark:</b> TOWER RECORDS
4	<b>Serial #:</b> <u>73762712</u> <b>Filing Dt:</b> 11/09/1988 <b>Reg #:</b> <u>1546888</u> <b>Reg. Dt:</b> 07/04/1989 <b>Mark:</b> TOWER VIDEO
5	<b>Serial #:</b> <u>73762713</u> <b>Filing Dt:</b> 11/09/1988 <b>Reg #:</b> <u>1548727</u> <b>Reg. Dt:</b> 07/18/1989 <b>Mark:</b> TOWER RECORDS/VIDEO
6	<b>Serial #:</b> <u>73762714</u> <b>Filing Dt:</b> 11/09/1988 <b>Reg #:</b> <u>1605065</u> <b>Reg. Dt:</b> 07/03/1990 <b>Mark:</b> TOWER BOOKS
7	<b>Serial #:</b> <u>74487066</u> <b>Filing Dt:</b> 02/07/1994 <b>Reg #:</b> <u>1875714</u> <b>Reg. Dt:</b> 01/24/1995 <b>Mark:</b> SOLOMON DUBNICK GALLERY
8	<b>Serial #:</b> <u>74487442</u> <b>Filing Dt:</b> 02/07/1994 <b>Reg #:</b> <u>1878145</u> <b>Reg. Dt:</b> 02/07/1995 <b>Mark:</b> TOWER GALLERY
9	<b>Serial #:</b> <u>74488210</u> <b>Filing Dt:</b> 02/08/1994 <b>Reg #:</b> <u>1878147</u> <b>Reg. Dt:</b> 02/07/1995 <b>Mark:</b> TOWER RECORDS VIDEO
10	<b>Serial #:</b> <u>74488227</u> <b>Filing Dt:</b> 02/08/1994 <b>Reg #:</b> <u>1879004</u> <b>Reg. Dt:</b> 02/14/1995 <b>Mark:</b> TOWER OUTLET
11	<b>Serial #:</b> <u>74488229</u> <b>Filing Dt:</b> 02/08/1994 <b>Reg #:</b> <u>1906108</u> <b>Reg. Dt:</b> 07/18/1995 <b>Mark:</b> TOWER RECORDS/VIDEO/BOOKS
12	<b>Serial #:</b> <u>74488396</u> <b>Filing Dt:</b> 02/09/1994 <b>Reg #:</b> <u>1879006</u> <b>Reg. Dt:</b> 02/14/1995 <b>Mark:</b> TOWER RECORDS
13	<b>Serial #:</b> <u>74492433</u> <b>Filing Dt:</b> 02/16/1994 <b>Reg #:</b> <u>1869742</u> <b>Reg. Dt:</b> 12/27/1994 <b>Mark:</b> TOWER
14	<b>Serial #:</b> <u>74502703</u> <b>Filing Dt:</b> 03/11/1994 <b>Reg #:</b> <u>1903183</u> <b>Reg. Dt:</b> 07/04/1995 <b>Mark:</b> TOWER CD LISTENING STATION
15	<b>Serial #:</b> <u>74707165</u> <b>Filing Dt:</b> 07/28/1995 <b>Reg #:</b> <u>2414228</u> <b>Reg. Dt:</b> 12/19/2000 <b>Mark:</b> TOWER
16	<b>Serial #:</b> <u>74707808</u> <b>Filing Dt:</b> 07/28/1995 <b>Reg #:</b> <u>1993203</u> <b>Reg. Dt:</b> 08/13/1996

Schedule A-1

Release of Trademark Security Interest

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**TRADEMARK  
REEL: 003068 FRAME: 0430**

**Mark:** EPULSE

17 **Serial #:** 74707810    **Filing Dt:** 07/28/1995    **Reg #:** 2062095    **Reg. Dt:** 05/13/1997  
**Mark:** SOLOMON DUBNICK PRESS

18 **Serial #:** 74712671    **Filing Dt:** 08/08/1995    **Reg #:** 1991259    **Reg. Dt:** 08/06/1996  
**Mark:** THE TOWER DIFFERENCE IS SELECTION

19 **Serial #:** 74716967    **Filing Dt:** 08/17/1995    **Reg #:** 2048698    **Reg. Dt:** 04/01/1997  
**Mark:** AT TOWER RECORDS, THE DIFFERENCE IS SELE

20 **Serial #:** 74720812    **Filing Dt:** 08/22/1995    **Reg #:** 1995459    **Reg. Dt:** 08/20/1996  
**Mark:** IT'S A GLOBAL THING

21 **Serial #:** 74731641    **Filing Dt:** 09/21/1995    **Reg #:** 1999796    **Reg. Dt:** 09/10/1996  
**Mark:** TOWER CONCEPTS

22 **Serial #:** 75027948    **Filing Dt:** 12/05/1995    **Reg #:** 2023666    **Reg. Dt:** 12/17/1996  
**Mark:** TOWER FRAMING

23 **Serial #:** 75084907    **Filing Dt:** 04/08/1996    **Reg #:** 2500578    **Reg. Dt:** 10/23/2001  
**Mark:** GIANORMOUS

24 **Serial #:** 75123936    **Filing Dt:** 06/24/1996    **Reg #:** 2126722    **Reg. Dt:** 01/06/1998  
**Mark:** ROSE RECORDS

25 **Serial #:** 75124001    **Filing Dt:** 06/24/1996    **Reg #:** 2126723    **Reg. Dt:** 01/06/1998  
**Mark:** ROSE RECORDS

26 **Serial #:** 75203174    **Filing Dt:** 11/25/1996    **Reg #:** 2121440    **Reg. Dt:** 12/16/1997  
**Mark:** CLUB TOWER

27 **Serial #:** 75221704                    **Filing Dt:** 01/06/1997                    **Reg #:** NONE                    **Reg. Dt:**  
**Mark:** T.E.N.

28 **Serial #:** 75221706                    **Filing Dt:** 01/06/1997                    **Reg #:** NONE                    **Reg. Dt:**  
**Mark:** TOWER ENTERTAINMENT NETWORK

29 **Serial #:** 75270592    **Filing Dt:** 04/07/1997    **Reg #:** 2213846    **Reg. Dt:** 12/29/1998  
**Mark:** @TOWER

30 **Serial #:** 75271138    **Filing Dt:** 04/07/1997    **Reg #:** 2149377    **Reg. Dt:** 04/07/1998  
**Mark:** EPULSE

31 **Serial #:** 75281376    **Filing Dt:** 04/24/1997    **Reg #:** 2229988    **Reg. Dt:** 03/09/1999  
**Mark:** BAYSIDE

32 **Serial #:** 75281509                    **Filing Dt:** 04/25/1997                    **Reg #:** NONE                    **Reg. Dt:**  
**Mark:** TOWER NEWS

33 **Serial #:** 75287111    **Filing Dt:** 05/06/1997    **Reg #:** 2213918    **Reg. Dt:** 12/29/1998  
**Mark:** TOWER RECORDS

34 **Serial #:** 75292967    **Filing Dt:** 05/16/1997    **Reg #:** 2444643    **Reg. Dt:** 04/17/2001  
**Mark:** BED

35	<b>Serial #:</b> <u>75295264</u>	<b>Filing Dt:</b> 05/20/1997	<b>Reg #:</b> <u>2225107</u>	<b>Reg. Dt:</b> 02/23/1999
	<b>Mark:</b> NO MUSIC, NO LIFE			
36	<b>Serial #:</b> <u>75405857</u>	<b>Filing Dt:</b> 12/15/1997	<b>Reg #:</b> <u>2266463</u>	<b>Reg. Dt:</b> 08/03/1999
	<b>Mark:</b> DESERT ISLAND DISCS			
37	<b>Serial #:</b> <u>75421993</u>	<b>Filing Dt:</b> 01/22/1998	<b>Reg #:</b> <u>2349287</u>	<b>Reg. Dt:</b> 05/16/2000
	<b>Mark:</b> BED BAYSIDE ENTERTAINMENT DISTRIBUTION			
38	<b>Serial #:</b> <u>75472500</u>	<b>Filing Dt:</b> 04/22/1998	<b>Reg #:</b> <u>2275788</u>	<b>Reg. Dt:</b> 09/07/1999
	<b>Mark:</b> TOWER TO TOWER RUN			
39	<b>Serial #:</b> <u>75543386</u>	<b>Filing Dt:</b> 08/26/1998	<b>Reg #:</b> <u>2527869</u>	<b>Reg. Dt:</b> 01/08/2002
	<b>Mark:</b> TOWER EXPRESS			
40	<b>Serial #:</b> <u>75845942</u>	<b>Filing Dt:</b> 11/10/1999	<b>Reg #:</b> <u>2873042</u>	<b>Reg. Dt:</b> 08/17/2004
	<b>Mark:</b> PULSE! LATINO			
41	<b>Serial #:</b> <u>75856455</u>	<b>Filing Dt:</b> 11/23/1999	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> CALAMARI RECORDS			
42	<b>Serial #:</b> <u>75871814</u>	<b>Filing Dt:</b> 12/14/1999	<b>Reg #:</b> <u>2415694</u>	<b>Reg. Dt:</b> 12/26/2000
	<b>Mark:</b> TOWER LATINA			
43	<b>Serial #:</b> <u>75929573</u>	<b>Filing Dt:</b> 02/28/2000	<b>Reg #:</b> <u>2776031</u>	<b>Reg. Dt:</b> 10/21/2003
	<b>Mark:</b> THE BEST PLACE TO BUY MUSIC. PERIOD.			
44	<b>Serial #:</b> <u>75931044</u>	<b>Filing Dt:</b> 02/28/2000	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> NO RISK DISC			
45	<b>Serial #:</b> <u>75931459</u>	<b>Filing Dt:</b> 02/28/2000	<b>Reg #:</b> <u>2615774</u>	<b>Reg. Dt:</b> 09/03/2002
	<b>Mark:</b> BED			
46	<b>Serial #:</b> <u>75931460</u>	<b>Filing Dt:</b> 02/28/2000	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> TOWERDIRECT			
47	<b>Serial #:</b> <u>75931471</u>	<b>Filing Dt:</b> 02/28/2000	<b>Reg #:</b> <u>2721809</u>	<b>Reg. Dt:</b> 06/03/2003
	<b>Mark:</b> REWOT			
48	<b>Serial #:</b> <u>76027386</u>	<b>Filing Dt:</b> 04/17/2000	<b>Reg #:</b> <u>2613233</u>	<b>Reg. Dt:</b> 08/27/2002
	<b>Mark:</b> SUPER SHNOZZ			
49	<b>Serial #:</b> <u>76042982</u>	<b>Filing Dt:</b> 05/08/2000	<b>Reg #:</b> <u>2721868</u>	<b>Reg. Dt:</b> 06/03/2003
	<b>Mark:</b> TOWER MANIA			
50	<b>Serial #:</b> <u>76048246</u>	<b>Filing Dt:</b> 05/15/2000	<b>Reg #:</b> <u>2625996</u>	<b>Reg. Dt:</b> 09/24/2002
	<b>Mark:</b> TOWER RECORDS ESSENTIALS COLLECTION			
51	<b>Serial #:</b> <u>76048553</u>	<b>Filing Dt:</b> 05/15/2000	<b>Reg #:</b> <u>2769561</u>	<b>Reg. Dt:</b> 09/30/2003
	<b>Mark:</b> TOWER ESSENTIALS COLLECTION			
52	<b>Serial #:</b> <u>76101310</u>	<b>Filing Dt:</b> 08/01/2000	<b>Reg #:</b> <u>2879832</u>	<b>Reg. Dt:</b> 08/31/2004
	<b>Mark:</b> REWOT			
53	<b>Serial #:</b> <u>76102433</u>	<b>Filing Dt:</b> 08/02/2000	<b>Reg #:</b> <u>2613292</u>	<b>Reg. Dt:</b> 08/27/2002

**Mark:** 33RD STREET RECORDS

54 **Serial #:** 76105339    **Filing Dt:** 08/07/2000    **Reg #:** 2789161    **Reg. Dt:** 12/02/2003  
**Mark:** COLUMBUS & BAY

55 **Serial #:** 76233215    **Filing Dt:** 03/30/2001    **Reg #:** NONE    **Reg. Dt:**  
**Mark:** TOWERBOOKSTORE

56 **Serial #:** 76233216    **Filing Dt:** 03/30/2001    **Reg #:** 2581700    **Reg. Dt:** 06/18/2002  
**Mark:** 33RD STREET RECORDS

57 **Serial #:** 76233887    **Filing Dt:** 03/28/2001    **Reg #:** 2617404    **Reg. Dt:** 09/10/2002  
**Mark:** PULSE!

Schedule A-4

Release of Trademark Security Interest

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RECORDED: 04/18/2005

TRADEMARK  
REEL: 003068 FRAME: 0433