TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THP Capstar Acquisition Corp.		06/03/2005	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Silver Point Finance, LLC
Street Address:	600 Steamboat Road
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	1736237	DMX
Serial Number:	78365366	DMX MUSIC
Serial Number:	78365367	DMX MUSIC
Serial Number:	78365368	DMX MUSIC
Serial Number:	78365370	DMX MUSIC
Registration Number:	2568018	DMX MUSIC
Registration Number:	2565797	DMX MUSIC
Registration Number:	2086618	DMX INC.
Registration Number:	2483898	MALLNET
Registration Number:	2420736	MALLNET
Registration Number:	2908880	MUSIC TOO
Registration Number:	2445947	MUSIC TOO
Registration Number:	2353182	AEI
Registration Number:	2511362	AEI

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Registration Number:	2353183	AEI
Registration Number:	2484141	AEI
Registration Number:	1586576	AEI MUSIC
Registration Number:	1617971	AEI MUSIC
Registration Number:	1166317	NOVATONE
Registration Number:	2080621	PRODISC
Registration Number:	2302337	PRODISC
Serial Number:	75891493	PROFUSION
Registration Number:	2851117	PROFUSION
Registration Number:	2847702	PROFUSION
Registration Number:	1358971	PROPAC 4
Registration Number:	2525660	DMX AXIS
Registration Number:	1901499	DMX DJ

CORRESPONDENCE DATA

Fax Number: (212)593-5955

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

Phone: 2127562388

Email: daniel.angel@srz.com

Correspondent Name: Daniel Angel, Esq.

Address Line 1: 919 Third Avenue

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq. (051511/0036)
Signature:	/sas for da/
Date:	06/24/2005

Total Attachments: 19

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, THP Capstar Acquisition Corp. (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Exhibit A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of June 3, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Silver Point Finance, LLC, a Delaware limited liability company, as agent for itself and the lenders referred to therein (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of itself and the lenders referred to therein, a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of itself and the lenders referred to in the Security Agreement, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 3, 2005.

THP CAPSTAR ACQUISITION CORP.

By: _____

Name: John D. Cullen

Title: President

EXHIBIT A

TRADEMARKS

[Attached]

TRADEMARK
REEL: 003110 FRAME: 0299

Index by Trademark DMX Music, Inc.

Trademark	*Country*	*Class*	*App. No.*	*Reg. No.*	*Status*	*Current Owner*
DJ						
	Canada	000	731,160	TMA470,634	Registered	DMX Music, Inc.
DMX						
	Argentina	041	1.847.795	1.625.379	Registered	International Cablecasting Technologies
	Australia	009 038	784475	784475	Registered	DMX, LLC
	Barbados	038	81/8451	81/8451	Registered	International Cablecasting Technologies
	Barbados	009	81/8450	81/8450	Registered	International Cablecasting Technologies
	Bolivia	009	12911	58193-C	Registered	International Cablecasting Technologies
	Bolivia	041	12914	58195-C	Registered	International Cablecasting Technologies
	Canada	000	693,506	TMA444,239	Registered	DMX Music, Inc.
	Chile	038	267051	437351	Registered	DMX Music, Inc.
	Chile	009	267052	448591	Registered	DMX, LLC
	China P.R.	038	94024622	803947	Registered	International Cablecasting Technologies
	Community Trademark	009 038 041	179093	179093	Registered	DMX Inc.
	Costa Rica	038	101133	101133	Registered	International Cablecasting Technologies
	Costa Rica	009	89299	89299	Registered	International Cablecasting Technologies
	Dominican Republic	066	82249	82249	Registered	DMX Inc.
	Dominican Republic	067	82248	82248	Registered	DMX Inc.
	Dominican Republic	070	89728	89728	Registered	DMX Inc.
	Ecuador	038	42720	DNPI086594MICIP	Registered	International Cablecasting Technologies

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DMX						
	Ecuador	009	42719	DNPI415394MICIP	Registered	International Cablecasting Technologies
	El Salvador	038	1307/94	40/92/8182	Registered	DMX Inc.
	El Salvador	009	45/95/91/92	50/149/102103	Registered	DMX Inc.
	Estonia	038 041	9310914	28246	Registered	DMX Inc.
	France	009 041	92418567	92418567	Registered	DMX Music, Inc.
	Germany	038	J29955/38Wz	2913722	Registered	DMX Music, Inc.
	Guatemala	038	94-0368	82501	Registered	DMX Inc.
	Guatemala	035			Pending	DMX Inc.
	Guatemala	041	94-0369	89182	Registered	DMX Inc.
	Guatemala	009	94-0356	86531	Registered	International Cablecasting Technologies
	Israel	041	88145	88145	Registered	DMX Music, Inc.
	Italy	009 041	RM2002C003077	637606	Registered	DMX Music, Inc.
	Japan	038	04-281462	3096956	Registered	International Cablecasting Technologies
	Japan	041	04-281463	3176268	Registered	International Cablecasting Technologies
	Latvia	009 038	M-94-337	M34842	Registered	DMX Music, Inc.
	Lithuania	009 038	ZP14493	24941	Registered	DMX Inc.
	Mexico	009	129276	411948	Registered	DMX, LLC
	Mexico	041	129277	413690	Registered	DMX, LLC

TRADEMARK
REEL: 003110 FRAME: 0301

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DMX						
	Morocco	009 038	52689	52689	Registered	International Cablecasting Technologies
	New Zealand	009	258472	258472	Registered	DMX Music, Inc.
	New Zealand	041	258473	258473	Registered	DMX Music, Inc.
	Norway	009 041	920852	156759	Registered	International Cablecasting Technologies
	Panama	009	071314	71314	Registered	International Cablecasting Technologies
	Panama	041	071316	71316	Registered	International Cablecasting Technologies
	Paraguay	038	20561	169567	Registered	International Cablecasting Technologies
	Paraguay	009	20562	169566	Registered	International Cablecasting Technologies
	Portugal	009	280447	280447	Registered	DMX Music, Inc.
	Portugal	041	280448	280448	Registered	DMX Music, Inc.
	Puerto Rico	009	N/A	34696	Registered	DMX Music, Inc.
	Puerto Rico	038	N/A	34694	Registered	DMX Music, Inc.
	Romania	009 038	31118	24146	Registered	DMX Music, Inc.
	South Africa	038	93/8835	93/8835	Registered	DMX Music, Inc.
	South Africa	009	93/8834	93/8834	Registered	DMX Music, Inc.
	South Africa	041	93/8836	93/8836	Registered	DMX Music, Inc.
	South Korea	009	93-043855	321834	Registered	International Cablecasting Technologies
	South Korea	038	93-007496	28316	Registered	International Cablecasting Technologies

TRADEMARK
REEL: 003110 FRAME: 0302

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DMX						
	Spain	041	1684574	1684574	Registered	DMX Music, Inc.
	Spain	038	1797203	1797203	Registered	DMX Music, Inc.
	Spain	009	1684573	1684573	Registered	DMX Music, Inc.
	Tangier	009 038	9417	9417	Registered	International Cablecasting Technologies
	Turkey	009	1998	158442	Registered	International Cablecasting Technologies
	United States	009 041	74/222,055	1,736,237	Registered	DMX Music, Inc.
	Venezuela	038	19792	S-002002	Registered	International Cablecasting Technologies
	Venezuela	009	19791	P-180543	Registered	International Cablecasting Technologies
DMX and DMX TRIANGLE MAN DESIGN						
	New Zealand	041	214889	214889	Registered	International Cablecasting Technologies
	New Zealand	009	214888	214888	Registered	International Cablecasting Technologies
DMX AXIS						
	United States	041	75/684,707	2,525,660	Registered	DMX Music, Inc.
DMX DIGITAL MUSIC EXPRESS						
	Bermuda	038	0030627	30627	Registered	DMX, LLC
	Jamaica	016	16/2818	B38338	Registered	DMX, LLC
DMX DJ						
	Canada	000	731,165	TMA470,340	Registered	DMX Music, Inc.
	United States	009	74/424,870	1,901,499	Registered	DMX Music, Inc.

TRADEMARK
REEL: 003110 FRAME: 0303

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DMX FOR BUSINESS						
	Guatemala	035	96-9906	110503	Registered	DMX, LLC
	Guatemala				Pending	DMX, LLC
DMX MUSIC						
	Community Trademark	009			Pending	DMX Music, Inc.
		035				
		038				
		041				
	United States	009			Pending	DMX Music, Inc.
	United States	035			Pending	DMX Music, Inc.
	United States	038			Pending	DMX Music, Inc.
	United States	041			Pending	DMX Music, Inc.
DMX MUSIC & Design						
	Argentina	038	2.288.060	1.850.012	Registered	DMX Music, Inc.
	Brazil	038			Pending	DMX Music, Inc.
	Canada	000	1,061,214	TMA568,420	Registered	DMX Music, Inc.
	Chile	038			Pending	DMX Music, Inc.
	Israel	038	140582	140582	Registered	DMX Music, Inc.
	Mexico	038	437053	671231	Registered	DMX Music, Inc.
	South Africa	038	2000/10710	2000/10710	Registered	DMX Music, Inc.
	United States	038	75/829,791	2,568,018	Registered	DMX Music, Inc.
		041				

TRADEMARK
REEL: 003110 FRAME: 0304

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DMX MUSIC & Design (Black & Red)						
	United States	038	75/829,792	2,565,797	Registered	DMX Music, Inc.
		041				
DMX TRIANGLE MAN Design						
	Australia	038	567018	567018	Registered	DMX, LLC
	Australia	009	567017	567017	Registered	DMX, LLC
	Barbados	038	81/8449	81/8449	Registered	International Cablecasting Technologies
	Barbados	009	81/8448	81/8448	Registered	International Cablecasting Technologies
	Bolivia	009	12915	58192-C	Registered	International Cablecasting Technologies
	Bolivia	041	12913	58196-C	Registered	International Cablecasting Technologies
	Canada	000	693,498	TMA444,238	Registered	DMX Inc.
	China P.R.	038	94024621	803948	Registered	International Cablecasting Technologies
	China P.R.	009	94024623	822507	Registered	International Cablecasting Technologies
	Community Trademark	009	180588	180588	Registered	DMX Inc.
		038				
		041				
	Costa Rica	009	101514	101514	Registered	International Cablecasting Technologies
	Costa Rica	038	93567	93567	Registered	International Cablecasting Technologies
	Dominican Republic	067	82250	82250	Registered	DMX Inc.
	Dominican Republic	066	82252	82252	Registered	DMX Inc.
	Dominican Republic	070	82251	82251	Registered	DMX Inc.
	El Salvador	009	1310/94	176/93/3534	Registered	International Cablecasting Technologies

TRADEMARK
REEL: 003110 FRAME: 0305

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DMX TRIANGLE MAN Design						
	El Salvador	038	1311/94	38/93/77/78	Registered	International Cablecasting Technologies
	Estonia	009	9310915	18993	Registered	DMX Inc.
		038				
		041				
	Great Britain	041	1492215	1492215	Registered	DMX Inc.
	Great Britain	009	1492214	1492214	Registered	DMX Inc.
	Guatemala	009	94-0376	86528	Registered	International Cablecasting Technologies
	Guatemala	041	94-0375	86529	Registered	International Cablecasting Technologies
	Guatemala	038	94-0377	76733	Registered	DMX Inc.
	Japan	041	04-281466	3176269	Registered	International Cablecasting Technologies
	Japan	009	04-281464	3084153	Registered	International Cablecasting Technologies
	Japan	038	04-281465	3185542	Registered	International Cablecasting Technologies
	Mexico	041	230843	517055	Registered	DMX Inc.
	Mexico	009	230842	518503	Registered	DMX Inc.
	Morocco	009	52942	52942	Registered	International Cablecasting Technologies
		038				
	New Zealand	009	214891	214891	Registered	DMX Inc.
	New Zealand	041	214892	214892	Registered	DMX Inc.
	Panama	041	071313	71313	Registered	International Cablecasting Technologies
	Panama	009	071312	71312	Registered	International Cablecasting Technologies
	South Korea	009	93-043854	321833	Registered	International Cablecasting Technologies

TRADEMARK
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Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DMX TRIANGLE MAN Design						
	Spain	009	1684575	1684575	Registered	DMX Music, Inc.
	Spain	041	1684576	1684576	Registered	DMX Music, Inc.
	Switzerland	009	395.825	395.825	Registered	International Cablecasting Technologies
	Tangier	009 038	9590	9590	Registered	International Cablecasting Technologies
	Trinidad	009	22164	22164	Registered	International Cablecasting Technologies
	Venezuela	009	19794	P-180544	Registered	International Cablecasting Technologies
	Venezuela	038	19795	S-002003	Registered	International Cablecasting Technologies
DMX WORLD LOGO						
	Benelux	009 038	853109	579498	Registered	DMX Inc.
	Great Britain	009 038	2018276	2018276	Registered	DMX, LLC
	Guatemala	035			Pending	International Cablecasting Technologies
	United States	038	75/976,097	2,086,618	Registered	DMX Music, Inc.
MALLNET						
	United States	036 038	75/599,716	2,483,898	Registered	DMX Music, Inc.
MALLNET & Design						
	United States	038	75/722,564	2,420,736	Registered	DMX Music, Inc.

TRADEMARK
REEL: 003110 FRAME: 0307

Trademark	*Country*	*Class*	*App. No.*	*Reg. No.*	*Status*	*Current Owner*
MUSIC TOO						
	United States	009	75/682,336	2,908,880	Registered	DMX Music, Inc.
		041				
MUSIC TOO (Stylized)						
	United States	038	75/841,543	2,445,947	Registered	DMX Music, Inc.
		041				
PROFUSION						
	Brazil	038			Pending	DMX Music, Inc.
	Brazil	041			Pending	DMX Music, Inc.
	Brazil	009			Pending	DMX Music, Inc.
	Brazil	035			Pending	DMX Music, Inc.
REDITUNE						
	Austria	009	AM 661/2004	219 752	Registered	DMX Music, Inc.
		035				
		038				
		041				

TRADEMARK
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Index by Trademark AEI Music Network Inc.

Trademark	*Country*	*Class*	*App. No.*	*Reg. No.*	*Status*	*Current Owner*
AEI						
	Argentina	041	2193568	1.943.447	Registered	AEI Music Network Inc.
	Argentina	038	2193567	1.943.439	Registered	AEI Music Network Inc.
	Chile	041	449.566	553.040	Registered	AEI Music Network Inc.
	Chile	038	449.565	553.041	Registered	AEI Music Network Inc.
	Chile	009	449.564	553.042	Registered	AEI Music Network Inc.
	Colombia	038	98076199	245506	Registered	AEI Music Network Inc.
	Colombia	041	98076198	245507	Registered	AEI Music Network Inc.
	Colombia	009	98076200	246672	Registered	AEI Music Network Inc.
	Community Trademark	009	203869	203869	Registered	AEI Music Network Inc.
		037				
		038				
		039				
		041				
		042				
	Japan	009	H10-032425	4346954	Registered	AEI Music Network Inc.
		038				
	Peru	038	98891	21706	Registered	AEI Music Network Inc.
	Peru	041	98892	21744	Registered	AEI Music Network Inc.
	Puerto Rico	009	49,354	49,354	Registered	AEI Music Network Inc.
	Puerto Rico	038	49,355	49,355	Registered	AEI Music Network Inc.
	Puerto Rico	041	48,485	48,485	Registered	AEI Music Network Inc.

Trademark	*Country*	*Class*	*App. No.*	*Reg. No.*	*Status*	*Current Owner*
AEI						
	United States	035	75/502,008	2,353,182	Registered	AEI Music Network Inc.
		037				
		040				
		042				
	United States	035	75/502,000	2,511,362	Registered	AEI Music Network Inc.
		038				
		041				
	United States	038	75/502,428	2,353,183	Registered	AEI Music Network Inc.
	United States	009	75/502,289	2,484,141	Registered	AEI Music Network Inc.
	Uruguay	009	319.152	319.152	Registered	AEI Music Network Inc.
		038				
		041				
	Venezuela	009	182/2000	P-232.864	Registered	AEI Music Network Inc.
	Venezuela	041	181/2000	S-17.079	Registered	AEI Music Network Inc.
	Venezuela	038	180/2000	S-17.078	Registered	AEI Music Network Inc.
AEI & Design						
	Canada	000	535,867	TMA313,486	Registered	AEI Music Network Inc.
AEI MUSIC						
	Argentina	009	2193569	1.779.617	Registered	AEI Music Network Inc.
	Japan	041			Pending	AEI Music Network Inc.

TRADEMARK
REEL: 003110 FRAME: 0310

Trademark	*Country*	*Class*	*App. No.*	*Reg. No.*	*Status*	*Current Owner*
AEI MUSIC & Design						
	Australia	041	628009	628009	Registered	AEI Music Network Inc.
	Canada	000	662,878	TMA396,989	Registered	AEI Music Network Inc.
	Community Trademark	009	203935	203935	Registered	AEI Music Network Inc.
		037				
		038				
		039				
		041				
		042				
	Denmark	009	VA 02.899 1994	VR 03.257 1997	Registered	AEI Music Network Inc.
		041				
	Great Britain	041	1569444	1569444	Registered	AEI Music Network Inc.
	New Zealand	009	236229	236229	Registered	AEI Music Network Inc.
	New Zealand	041	236230	236230	Registered	AEI Music Network Inc.
	Norway	009	94.2361	180.471	Registered	AEI Music Network Inc.
		041				
	Sweden	009	94-4285	301 776	Registered	AEI Music Network Inc.
		041				
	United States	009	73/786,080	1,586,576	Registered	AEI Music Network Inc.
		038				
	United States	037	74/016,144	1,617,971	Registered	AEI Music Network Inc.
		042				

TRADEMARK
REEL: 003110 FRAME: 0311

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
AEI REDIFFUSION MUSIC						
	Community Trademark	009	203919	203919	Registered	AEI Music Network Inc.
		037				
		038				
		039				
		041				
		042				
	Denmark	009	VA 03.106 1994	VR 03.258 1997	Registered	AEI Music Network Inc.
		041				
	Great Britain	009	1570191 and 1570192	1570192	Registered	AEI Music Network Inc.
		041				
	Norway	009	94.2503	180.331	Registered	AEI Music Network Inc.
		041				
	Sweden	009	94-4602	330551	Registered	AEI Music Network Inc.
		041				
AEI REDITUNE MUSIC						
	Austria	009	AM 2034/94	154,246	Registered	AEI Music Network Inc.
		041				
	Community Trademark	009	203901	203901	Registered	AEI Music Network Inc.
		036				
		037				
		038				
		039				
		041				
		042				

TRADEMARK
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Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
AEI REDITUNE MUSIC & Design						
	Germany	009	56233.9Wz	2096549	Registered	Reditune Music GmbH Co.
DEBUT						
	Austria	038 041	AM 3004/95	162,867	Registered	AEI Music Network Inc.
	Benelux	038 042	849 305	574 089	Registered	AEI Music Network Inc.
	Denmark	038 041	4053/95	4926/95	Registered	AEI Music Network Inc.
	Germany	038 041	39522536.1	39522536.1	Registered	AEI Music Network Inc.
	Norway	038 041	95 3302	173662	Registered	AEI Music Network Inc.
	Spain	041	1,991,620	1,991,620	Registered	AEI Music Network Inc.
	Spain	038	1,987,775	1,987,775	Registered	AEI Music Network Inc.
NOVATONE						
	Canada	000	535,868	TMA311,603	Registered	AEI Music Network Inc.
	United States	009	260,049	1,166,317	Registered	AEI Music Network Inc.
PRODISC						
	United States	009	74/692,582	2,080,621	Registered	AEI Music Network Inc.
	United States	009	74/692,742	2,302,337	Registered	AEI Music Network Inc.

TRADEMARK
REEL: 003110 FRAME: 0313

Trademark	*Country*	*Class*	*App. No.*	*Reg. No.*	*Status*	*Current Owner*
PROFUSION						
	Australia	009	869648	869648	Registered	AEI Music Network Inc.
		035				
		038				
		041				
	Canada	000			Pending	AEI Music Network Inc.
	Community Trademark	009	1752997	1752997	Registered	AEI Music Network Inc.
		035				
		038				
		041				
	Japan	009	2002-023384	4747663	Registered	DMX Music, Inc.
	Japan	035			Pending	AEI Music Network Inc.
		038				
		041				
	New Zealand	009	631261	631261	Registered	AEI Music Network Inc.
	New Zealand	038	631263	631263	Registered	AEI Music Network Inc.
	New Zealand	041	631264	631264	Registered	AEI Music Network Inc.
	New Zealand	035	631262	631262	Registered	AEI Music Network Inc.
	United States	009			Pending	AEI Music Network Inc.
	United States	038	75/889,883	2,851,117	Registered	AEI Music Network Inc.
	United States	041	75/889,884	2,847,702	Registered	AEI Music Network Inc.

TRADEMARK
REEL: 003110 FRAME: 0314

Trademark	*Country*	*Class*	*App. No.*	*Reg. No.*	*Status*	*Current Owner*
PROPAC 4						
	Australia	009	A594545	A594545	Registered	AEI Music Network Inc.
	Great Britain	009	1524938	1524938	Registered	AEI Music Network Inc.
	New Zealand	009	224410	224410	Registered	AEI Music Network Inc.
	United States	009	500,111	1,358,971	Registered	AEI Music Network Inc.
SOUNDCOM						
	Australia	009	768471	768471	Registered	AEI Music Network Inc.
		038				
		041				

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