

FORM PTO-1594 (Modified)  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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TM06/REV03

## RECORDATION FORM COVER SHEET

Docket No.:

CAP772/20000

## TRADEMARKS / SERVICE MARKS ONLY

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

## 1. Name of conveying party(ies):

Royal Bank of Canada

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☐ Corporation-State  
☒ Other Canadian chartered bank

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

## 3. Nature of conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☒ Other Release of Security Interests in Trademarks

Execution Date: June 1, 2005

## 2. Name and address of receiving party(ies):

Name: AEI Music Network, Inc.

Internal Address: \_\_\_\_\_

Street Address: 11400 West Olympic Blvd., Suite 1100City: Los Angeles State: CA ZIP: 90064

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State Washington  
☐ Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☒ N  
 (Designations must be a separate document from  
 Additional name(s) & address(es) ☐ Yes ☒ N

## 4. Application number(s) or registration numbers(s):

## A. Trademark / Service Mark Application No.(s)

75/502,289; 75/489,637; 75/489,638; 75/489,640;  
 75/502,000; 75/891,493; 75/889,884; 75/889,883;  
 75/889,885

Additional numbers

## B. Trademark / Service Mark Registration No.(s)

2,353,182; 2,353,183; 1,248,178; 1,586,576; 1,617,971;  
 1,166,317; 2,302,337; 2,080,621; 1,358,971; 1,239,259

☐ Yes ☒ No

## 5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Tanice Palacios

Internal Address: \_\_\_\_\_

Street Address: Vinson & Elkins L.L.P.2801 Via Fortuna, Suite 100City: Austin State: TX ZIP: 78746

## 6. Total number of applications and registrations involved:.....

19

7. Total fee (37 CFR 3.41):.....\$ \$490.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

## 8. Deposit account number:

22-0365/CAP772/20000

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.

Tanice Palacios

Name of Person Signing

Tanice Palacios

Signature

06/07/05

Date

Total number of pages including cover sheet, attachments, and

5

Mail documents to be recorded with required cover sheet information to:  
 Mail Stop Recordation Services  
 Director of the United States Patent and Trademark Office

P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 003127 FRAME: 0559

700185591

**RELEASE OF SECURITY INTERESTS IN TRADEMARKS**

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is dated as of June 1, 2005 by Royal Bank of Canada, in its capacity as administrative agent ("Agent") under that certain Loan Agreement with Maxide Acquisition, Inc., as borrower, dated as of May 17, 2001 (as amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement").

WHEREAS, Agent and AEI MUSIC NETWORK, INC., a Washington corporation, ("Borrower"), entered into that certain Trademark Security Agreement, dated as of May 17, 2001 (the "Agreement");

WHEREAS, the Agreement granted Agent a security interest in, among other things, certain United States and foreign trademarks, tradenames, trademark registrations, service marks, trade styles, terms, designs and trademark applications and other intellectual property rights, including, without limitation, the trademarks listed on Schedule A attached hereto (the "Released Trademarks"), as security for certain obligations of Borrower to Agent (the "Obligations");

WHEREAS, Agent recorded the Agreement on September 20, 2001 at Reel 002388, Frame 0459 and on September 20, 2002 at Reel 02580, Frame 0159 in the United States Patent and Trademark Office ("PTO"); and

WHEREAS, pursuant to that certain Asset Purchase Agreement dated as of February 8, 2005, Borrower has requested that Agent release its security interests in the Released Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby agrees as follows:

Agent hereby fully releases and terminates its security interest in and lien on:

(a) all of Borrower's now existing or hereafter acquired right, title and interest in and to all Released Trademarks which are now filed with the PTO, any similar office or agency of any state, territory or possession of the United States or Canada or any similar office or agency of any other country, or used in the United States, any state, territory or possession thereof including, without limitation, Puerto Rico, or any other country, and (i) any renewals thereof, (ii) all income, royalties, damages and payments now and hereafter due or payable with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages, and payments for past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, (iv) all documents, packages, prints and labels on which said Released Trademarks have appeared and all designs and general intangibles of a like nature, and (v) all rights corresponding thereto throughout the world;


(b) the goodwill of Borrower's business connected with or symbolized by the Released Trademarks; and

(c) any claims by Borrower against third parties for infringement of the Released Trademarks or of any license with respect thereto.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Agent has caused this Release of Security Interests in Trademarks to be duly executed as of the day and year first above written.

**ROYAL BANK OF CANADA,**  
as Administrative Agent

By:   
Name: \_\_\_\_\_  
Title: **Suzanne Kaicher**  
**Attorney - In - Fact**  
**Royal Bank Of Canada**

**SCHEDULE A**

**RELEASED TRADEMARKS**

TRADEMARK	REG. NO. / SERIAL NO.	ISSUE DATE/ FILING DATE
AEI	75/502289	09/20/2001
AEI	2353182	09/20/2001
AEI	75/489637	09/20/2001
AEI	75/489638	09/20/2001
AEI	75/489640	09/20/2001
AEI	75/502000	09/20/2001
AEI	2353183	09/20/2001
AEI & Design	1248178	09/20/2001
AEI MUSIC & Design	1586576	09/20/2001
AEI MUSIC & Design	1617971	09/20/2001
NOVATONE	1166317	09/20/2001
PRODISC (ITU)	2302337	09/20/2001
PRODISC (USE)	2080621	09/20/2001
PROFUSION	75/891493	09/20/2001
PROFUSION	75/889884	09/20/2001
PROFUSION	75/889883	09/20/2001
PROFUSION	75/889885	09/20/2001
PROPAC 4	1358971	09/20/2001
SEA CART	1239259	09/20/2001