

06-10-2005

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

6/9/05 REC 103018996 TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Madacy Entertainment LP

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

Citizenship (see guidelines) Canada

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of Montreal

Internal Address: _____

Street Address: 1501 McGill College Ave
SUITE 3200

City: Montreal, Quebec

State: _____

Country: Canada Zip: H3A 3M8

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) May 31, 2005

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76627721

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
Best of Lite FM

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

Name: Jay S. Paranjpe, Esq.

Internal Address: _____

Street Address: Clark Hill PLC
500 Woodward Ave., Suite 3500

City: Detroit

State: MI Zip: 48226-3435

Phone Number: (313) 965-8300
Fax Number: (313) 965-8252
Email Address: jparanjpe@clarkhill.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-1759
Authorized User Name Jay S. Paranjpe, Esq.

9. Signature: Jay S. Paranjpe June 6, 2005
Signature Date
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

06/10/2005 EDCOOPER 00000004 501759 76627721

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TRADEMARK
REEL: 003178 FRAME: 0803

COLLATERAL ASSIGNMENT FOR SECURITY

Trademarks

WHEREAS, Madacy Entertainment LP, a limited partnership formed under the laws of the Province of Québec (herein referred to as "**Assignor**"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in, or are the subject of pending applications for registration in, the United States Patent and Trademark Office (the "**Trademarks**");

WHEREAS, Assignor and Bank of Montreal, as Administrative Agent (in such capacity, the "**Assignee**") are parties to that certain Intellectual Property Security Agreement (the "**Security Agreement**") to secure the payment of the **Obligations** (as defined in the Security Agreement);

WHEREAS, pursuant to the Security Agreement, Assignor has granted to Assignee a security interest in all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized thereby 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 (as further described in the IP Security Agreement, the "**Collateral**"), to secure the prompt payment and performance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in the Collateral to secure the prompt payment and performance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in the Collateral made and granted hereby 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.

Assignee's address is:

Bank of Montreal
1501 McGill College Avenue
Suite 3200
Montreal, Québec, H3A 3M8

Attention: Dominic Costantini, Director
Fax: (514) 286-7381

IN WITNESS WHEREOF, Assignor has caused this Collateral Assignment for Security to be duly executed by its officer thereunto duly authorized as of the 31 day of May, 2005.

**MADACY ENTERTAINMENT LP,
by its general partner Madacy Holding Inc.**

By:



A handwritten signature in black ink, appearing to be 'Hillel Frankel', written over a horizontal line.

Name: Hillel Frankel

SCHEDULE 1 TO ASSIGNMENT FOR SECURITY

Trademarks

Trade-Marks	Filing Date	Description
Best of Lite FM (US serial number 76627721)	January 5, 2005	Musical sound recordings in the nature of phonographic records, audiotapes, and compact discs.