

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elias Arts Holdings, LLC		03/29/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Webster Bank, National Association
Street Address:	185 Asylum Street, 5th Floor
Internal Address:	Media & Communications City Place II
City:	Hartford
State/Country:	CONNECTICUT
Postal Code:	06103
Entity Type:	Association:

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2158353	ELIAS
Registration Number:	2886920	ELIAS ARTS
Registration Number:	2571754	EMOTIONAL CAPITAL
Registration Number:	1737198	MUSIC WITH VISION
Registration Number:	2540807	SOUND INTELLIGENCE
Registration Number:	1886391	SOUND IDENTITY

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3016380511
 Email: ipresearchplus@comcast.net
 Correspondent Name: IP Research Plus, Inc.
 Address Line 1: 21 Tadcaster Circle

CH \$165.00 2158353

Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	05/25/2006

Total Attachments: 4
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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, a Delaware limited liability company (the "**Grantor**"), is obligated to WEBSTER BANK, NATIONAL ASSOCIATION (the "**Secured Party**"), and has entered into the Security Agreement, dated as of March 29, 2006 (as amended, supplemented or otherwise modified from time to time, the "**Agreement**"), in favor of the Secured Party.

Pursuant to the Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill 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 (the "**Collateral**"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby grant to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement).

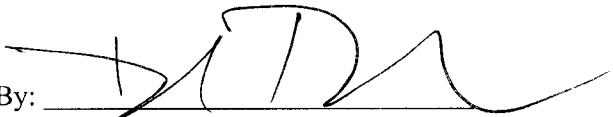
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: Media & Communications City Place II, 185 Asylum Street, 5th Floor, Hartford, CT 06103.

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 29th day of March, 2006.

ELIAS ARTS HOLDINGS, LLC

By: 
Name: David Drucken
Title: CEO

**Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of March 29, 2006**

Trademark	Reg. No. / Serial No.	Registration Date/ Expiration Date
ELIAS	2158353	May 19, 1998 / May 19, 2008
ELIAS ARTS	2886920	September 21, 2004 / September 21, 2014
EMOTIONAL CAPITAL	2,571,754	May 21, 2002 / May 21, 2012
MUSIC WITH VISION	1737198	December 1, 1992, December 1, 2012
SOUND IDENTITY	1886391	March 28, 1995 / March 28, 2015
SOUND INTELLIGENCE	2540807	February 19, 2002 / February 19, 2012