

Form PTO-1594 (Rev 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

U S DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET 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):**

BROOK MAYS MUSIC COMPANY

- Individual(s)
- General Partnership
- Corporation- State: TEXAS
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

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: SB CAPITAL GROUP LLC

Internal \_\_\_\_\_

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

Street Address: 1973 Corvair Blvd

City: Columbus

State: Ohio

Country: USA Zip: 43207

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_

Other limited liability co Citizenship Delaware

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) August 11 2006

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

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

A. Trademark Application No.(s)

See attached SCHEDULE A

B. Trademark Registration No.(s)

See attached SCHEDULE A

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)**

See attached SCHEDULE A

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

Name: Kay Lyn Schwartz

Internal Address: Gardere Wynne Sewell LLP

Street Address: 1601 Elm Street

Suite: 3000

City: Dallas

State: Texas Zip: 75201-4761

Phone Number: 214-999-4702

Fax Number: 214-999-3623

Email Address: kschwartz@gardere.com

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

16

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$415.00**

- 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 07-0153

Authorized User Name Kay Lyn Schwartz

**9. Signature:**

Kay Lyn Schwartz  
Signature

1-2-07  
Date

Kay Lyn Schwartz

Name of Person Signing

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

15

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

CH \$415.00 070153 76610107

**ADDITIONAL NAMES, ADDRESSES and CITIZENSHIP of RECEIVING PARTIES:**

EMCC, INC.  
33 Riverside Drive  
Pembrok, MA 02359  
a Delaware corporation



TIGER CAPITAL GROUP, LLC  
84 State Street  
Boston, MA  
a Delaware limited liability company

PALISADES COLLECTION, L.L.C.  
210 Sylvan Avenue  
Englewood Cliffs, NJ 07632  
a Delaware limited liability company

**SCHEDULE A  
TRADEMARK APPLICATIONS/REGISTRATIONS**

<b>TRADEMARK</b>	<b>Filing Date</b>	<b>Serial No.</b>	<b>U.S. Reg. Date</b>	<b>U.S. Reg. No.</b>	<b>GOODS/SERVICES</b>	<b>STATUS</b>
HEINRICH SCHONBACH	05-13-1992	74/275,053	7-13-1993	1,781,334	Stringed musical instruments	Registered
WENZEL ANTON	5-13-1992	74/275,052	7-20-1993	1,782,608	Stringed musical instruments	Registered
JACOB ERICH	5-13-1992	74/275,051	7-20-1993	1,782,607	Stringed musical instruments	Registered
FREDRICK SCHMIDT	5-13-1992	74/275,024	11-23-1993	1,806,011	Stringed musical instruments	Registered
S-SERIES	5-13-1992	74/275,054	2-28-1995	1,881,046	Musical instrument accessories; namely, reeds and violin strings; lubricants, namely, valve oil for musical instruments	Registered
YORK	10-17-2000	76/148,351	9-24-2002	2,626,212	Musical instruments	Registered
RIDENOUR	8-12-2002	76/439,374	9-28-2004	2,888,258	Clarinets and saxophones	Registered
PLAYONE	9-1-2004	76/610,107	n/a	n/a	Guitar accessory packs sold together as a kit comprised of guitar strings, guitar straps, guitar picks, microphone clips, guitar capos, cables for the transmission of sound, tuners for musical instrument, musical instrument stands, polish for musical instrument, peg winders, slides for musical instruments, microphones and mixer, headphones, microphone wind screen, care kits	Pending

**SCHEDULE A**  
**TRADEMARK APPLICATIONS/REGISTRATIONS**

TRADEMARK	Filing Date	Serial No.	U.S. Reg. Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
	3-31-06	76/657577	n/a	n/a	Microphone clips, cables for the transmission of sound, tuners for musical instrument, musical instrument stands, polish for musical instrument; microphone wind screen and care kits	Pending
	3-31-06	76/657576	n/a	n/a	Guitar accessory packs sold together as a kit comprised of guitar strings, guitar straps, guitar picks, guitar capos, peg winders, slides for musical instruments, microphones and mixer, headphones	Pending



**SCHEDULE A  
TRADEMARK APPLICATIONS/REGISTRATIONS**

TRADEMARK	Filing Date	Serial No.	U.S. Reg. Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
BROOK MAYS	7-14-1999	75/750,649	12-12-2000	2,412,077	Retail store services in the field of musical instruments; dealerships in the field of musical instruments; retail store, mail order, phone order and catalog services, all featuring musical instruments, supplies and accessories therefor, sound equipment, sheet music, music recordings, music theory and educational materials, gift items relating to music, and other music-related merchandise; dissemination of classified advertising for others via a global computer network;  repair and maintenance of musical instruments, sound equipment and accessories therefor  providing music education lessons, classes, seminars, clinics, and workshops; rental of musical instruments, information services, namely, providing information concerning music education and musical instruments via a global computer network.	Registered

TRADEMARK

REEL: 003454 FRAME: 0354

**SCHEDULE A  
TRADEMARK APPLICATIONS/REGISTRATIONS**

TRADEMARK	Filing Date	Serial No.	U.S. Reg. Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
SONATA	8-30-1999	75/813,420	2-5-2002	2,535,390	Guitars	Registered
	2-15-2005	76/631,395	7-4-2006	3110989	Musical instruments	Registered
GUNTER MAIBACH	2-8-2005	76/630,659	2-28-2006	3,061,934	Musical instruments	Registered
	2-9-2005	76/630,755	2-28-2006	3,061,935	Musical instruments	Registered
H. SCHOENBACH	2-23-2005	76/631,889	n/a	n/a	Pianos	Pending

**CHINA**

TRADEMARK	Filing Date	Serial No.	Registration Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
RIDENOUR	1-24-2006	3446382	11-14-2004	3446382	Clarinets, saxophones	Registered

## TRADEMARK AND DOMAIN NAME ASSIGNMENT

**THIS TRADEMARK AND DOMAIN NAME ASSIGNMENT** (this "Assignment") is made as of August 11, 2006, by and among Brook Mays Music Company, a Texas corporation ("Assignor"), and SB Capital Group, LLC, a Delaware limited liability company ("SBCG"), EMCC, Inc., a Delaware corporation ("EMCC"), Tiger Capital Group, LLC ("Tiger"), a Delaware limited liability company, and Palisades Collection, L.L.C., a Delaware limited liability company ("Palisades," and together with SBCG, EMCC, and Tiger collectively, "Assignees") (Assignor and each Assignee referenced individually as a "Party" and collectively as the "Parties").

### WITNESSETH:

**WHEREAS**, Assignor and Assignees are parties to that certain Asset Purchase Agreement dated as of August 11, 2006 and executed concurrently herewith (the "Asset Purchase Agreement"), pursuant to which, among other things, Assignor sold, assigned, transferred, conveyed, and delivered to Assignees all of Assignor's rights and interests in its Intellectual Property (as defined in the Asset Purchase Agreement), including the domain name "brookmays.com" (the "Domain Name") and the trademarks, trade names, and corresponding applications and registrations, as set forth in **SCHEDULE A** attached hereto (the "Marks");

**WHEREAS**, Assignor and Assignees desire to memorialize the assignment, transfer and conveyance of the Domain Name and Marks from Assignor to Assignees in a form suitable for recording in the United States Patent and Trademark Office.

**NOW, THEREFORE**, in consideration of the premises, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties agree as follows:

1. **ASSIGNMENT**. Assignor hereby sells, assigns, transfers, conveys and delivers to Assignees, all of Assignor's rights, title and interest in, to, and under the Domain Name and Marks, together with the goodwill associated therewith, and in and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect hereto, and in and to all causes of action, either in law or in equity for past, present or future infringement of said Domain Name and Marks, and in and to all rights corresponding to the foregoing throughout the world. Such rights, title and interest shall be held and enjoyed by Assignees, for their own use and benefit and for the use and benefit of their successors and assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

2. **FURTHER ASSURANCES**. Assignor shall, at no expense to Assignor, execute and deliver to Assignees all such further instruments, assignments, assurances and other documents as Assignees may reasonably request or as may be necessary to more fully assign and convey to and vest in Assignees all rights in and to the Domain Name and Marks.

3. **CONTROL OF DOMAIN NAME**. Assignor shall, at no expense to Assignor, reasonably assist Assignees in transferring control of the Domain Name to Assignees, or their

TRADEMARK

REEL: 003454 FRAME: 0356

designee, and shall authorize the transfer of the Domain Name from Assignor's present Registrar to the Assignees' designated Registrar or account.

4. **COUNTERPARTS**. This Assignment may be executed in counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.



IN WITNESS WHEREOF, the Parties hereto have executed this Assignment to be effective as of the date first above written.

**ASSIGNOR:**

**BROOK MAYS MUSIC COMPANY**

By: W. S. Everett  
Name: Wm. S. Everett  
Title: CEO

**ASSIGNEES:**

**SB CAPITAL GROUP, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EMCC, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**TIGER CAPITAL GROUP, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**PALISADES COLLECTION, L.L.C.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



**SCHEDULE A****TRADEMARKS AND TRADE NAMES**

Brook Mays  
Bid Wizard  
C & S Music  
Dynasonic  
Esymphony  
Frederick Schmidt  
Gunter Maibach  
Heinrich Schonbach  
Jacob Erich  
Karl Reiser  
Play ONE  
Ridenour  
S Series  
Sonata  
Wenzel Anton  
York  
H&H Music  
Pearson Music  
Zeswitz  
McMurray  
Duncan Music  
McFadyen Music  
Dunham's

**SCHEDULE A**  
**TRADEMARK APPLICATIONS/REGISTRATIONS**

TRADEMARK	Filing Date	Serial No.	U.S. Reg. Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
HEINRICH SCHONBACH	05-13-1992	74/275,053	7-13-1993	1,781,334	Stringed musical instruments	Registered
WENZEL ANTON	5-13-1992	74/275,052	7-20-1993	1,782,608	Stringed musical instruments	Registered
JACOB ERICH	5-13-1992	74/275,051	7-20-1993	1,782,607	Stringed musical instruments	Registered
FREDRICK SCHMIDT	5-13-1992	74/275,024	11-23-1993	1,806,011	Stringed musical instruments	Registered
S-SERIES	5-13-1992	74/275,054	2-28-1995	1,881,046	Musical instrument accessories; namely, reeds and violin strings; lubricants, namely, valve oil for musical instruments	Registered
YORK	10-17-2000	76/148,351	9-24-2002	2,626,212	Musical instruments	Registered
RIDENOUR	8-12-2002	76/439,374	9-28-2004	2,888,258	Clarinets and saxophones	Registered
PLAYONE	9-1-2004	76/610,107	n/a	n/a	Guitar accessory packs sold together as a kit comprised of guitar strings, guitar straps, guitar picks, microphone clips, guitar capos, cables for the transmission of sound, tuners for musical instrument, musical instrument stands, polish for musical instrument, peg winders, slides for musical instruments, microphones and mixer, headphones, microphone wind screen, care kits	Pending

**SCHEDULE A**  
**TRADEMARK APPLICATIONS/REGISTRATIONS**

TRADEMARK	Filing Date	Serial No.	U.S. Reg. Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
	3-31-06	76/657577	n/a	n/a	Microphone clips, cables for the transmission of sound, tuners for musical instrument, musical instrument stands, polish for musical instrument; microphone wind screen and care kits	Pending
	3-31-06	76/657576	n/a	n/a	Guitar accessory packs sold together as a kit comprised of guitar strings, guitar straps, guitar picks, guitar capos, peg winders, slides for musical instruments, microphones and mixer, headphones	Pending



**SCHEDULE A  
TRADEMARK APPLICATIONS/REGISTRATIONS**

<b>TRADEMARK</b>	<b>Filing Date</b>	<b>Serial No.</b>	<b>U.S. Reg. Date</b>	<b>U.S. Reg. No.</b>	<b>GOODS/SERVICES</b>	<b>STATUS</b>
BROOK MAYS	7-14-1999	75/750,649	12-12-2000	2,412,077	<p>Retail store services in the field of musical instruments; dealerships in the field of musical instruments; retail store, mail order, phone order and catalog services, all featuring musical instruments, supplies and accessories therefor, sound equipment, sheet music, music recordings, music theory and educational materials, gift items relating to music, and other music-related merchandise; dissemination of classified advertising for others via a global computer network;</p> <p>repair and maintenance of musical instruments, sound equipment and accessories therefor</p> <p>providing music education lessons, classes, seminars, clinics, and workshops; rental of musical instruments, information services, namely, providing information concerning music education and musical instruments via a global computer network.</p>	Registered

TRADEMARK

REEL: 003454 FRAME: 0362

**SCHEDULE A**  
**TRADEMARK APPLICATIONS/REGISTRATIONS**

TRADEMARK	Filing Date	Serial No.	U.S. Reg. Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
SONATA	8-30-1999	75/813,420	2-5-2002	2,535,390	Guitars	Registered
	2-15-2005	76/631,395	7-4-2006	3110989	Musical instruments	Registered
GUNTER MAIBACH	2-8-2005	76/630,659	2-28-2006	3,061,934	Musical instruments	Registered
	2-9-2005	76/630,755	2-28-2006	3,061,935	Musical instruments	Registered
H. SCHOENBACH	2-23-2005	76/631,889	n/a	n/a	Pianos	Pending

**CHINA**

TRADEMARK	Filing Date	Serial No.	Registration Date	U.S. Reg. No.	GOODS/SERVICES	STATUS
RIDENOUR	1-24-2006	3446382	11-14-2004	3446382	Clarinets, saxophones	Registered