

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citibank, N.A., London Branch		12/12/2011	National Association: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	Capitol Records, LLC		
Street Address:	150 5TH AVENUE, 11TH FLOOR		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10011		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	Narada Productions, Inc.		
Street Address:	4650 North Port Washington Road		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53212		
Entity Type:	CORPORATION: WISCONSIN		
Name:	Caroline Records, Inc.		
Street Address:	c/o EMI-Capitol Music Group N. America		
Internal Address:	150 5th Avenue, 11th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10011		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Serial Number:	77492925	CAPITOL	

TRADEMARK

Registration Number:	2267047	
Registration Number:	3689101	CAPITOL
Registration Number:	2657396	CRESCENT CITY SOUL
Registration Number:	2034589	B
Registration Number:	2072748	FUNKDAMENTALS
Registration Number:	3006385	GOT HITS!
Registration Number:	2065736	GUARDIAN
Registration Number:	2201731	HOLLYWOOD AND VINE
Registration Number:	0960912	LEGENDARY MASTERS
Registration Number:	2707294	PARA SEMPRE
Registration Number:	1717593	SBK RECORDS
Registration Number:	1895995	SHELTER
Registration Number:	1024563	SILVER SPOTLIGHT
Registration Number:	2036927	SILVER SPOTLIGHT RECORDS
Registration Number:	2582219	SOLO LO MEJOR 20 EXITOS
Registration Number:	3424098	U+ELEMENT
Registration Number:	1061172	XDR
Registration Number:	3676023	NARADA
Serial Number:	77638326	CAROLINE DISTRIBUTION
Serial Number:	77492921	

CORRESPONDENCE DATA

Fax Number: (816)531-7545

Phone: (816) 460-2535

Email: stephen.huggins@snrdenton.com,trademarks@snrdenton.com,anita.hansen@snrdenton.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent
Name: Stephen J. Huggins

Address Line
1: SNR Denton US LLP

Address Line
2: P. O. Box 061080

Address Line
4: Chicago, ILLINOIS 60606-1080

ATTORNEY DOCKET NUMBER:	20000783-0036 (STH)
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NAME OF SUBMITTER:	Stephen J. Huggins
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Signature:	/stephen j huggins/
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TRADEMARK
REEL: 004693 FRAME: 0281

01/05/2012

Total Attachments: 4

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This Termination and Release of Security Interest in Trademarks (this "Release") is granted on this 12th day of December, 2011, by Citibank, N.A. London Branch ("Citibank"), as Security Agent for the Secured Parties under the security agreements referenced below, in favor of Capitol Records, LLC, Narada Productions, Inc. and Caroline Records Inc., (each a "Grantor", together, "Grantors"), with respect to the Listed Trademarks (as defined below).

WITNESSETH:

WHEREAS, on January 28, 2008, Grantors and Citibank entered into the Amended and Restated Pledge and Security Agreement whereby Grantors agreed to grant Citibank a continuing security interest in, among other things, the Trademarks (as defined in the Amended and Restated Pledge and Security Agreement);

WHEREAS, on February 25, 2010, Citibank, as Security Agent, and Grantors entered into the Trademark Security Agreement (Recorded Music Entities) (the "Trademark Security Agreement"), which was recorded with the U.S. Patent and Trademark Office on March 9, 2010, at Reel/Frame 4164/0001;

WHEREAS, on August 15, 2011, Grantors Capitol Records, LLC and Caroline Records, Inc. entered into the Assignment Agreement, which was recorded with the U.S. Patent and Trademark Office on September 9, 2011, at Reel/Frame 4164/0001;

WHEREAS, on August 15, 2011, Grantor Narada Productions, Inc. and Higher Octave Music, Inc. entered into the Assignment Agreement, which was recorded with the U.S. Patent and Trademark Office on September 9, 2011, at Reel/Frame 4614/0902;

WHEREAS, pursuant to the Amended and Restated Pledge and Security Agreement and the Trademark Security Agreement (collectively, the "Security Agreements"), Citibank received security interests in all of Grantors' right, title and interest in the Trademarks, including, without limitation, those trademark registrations and applications for trademark registrations set forth on Schedule A hereto (the "Listed Trademarks"); and

WHEREAS, Citibank desires to release any and all security interests, and any other lien, it has in the Listed Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

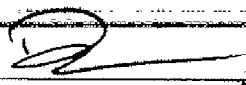
- I. Citibank hereby absolutely, unconditionally and irrevocably releases, terminates and forever discharges each security interest in the Listed Trademarks that was granted to Citibank under the Security Agreements.

2. The parties hereto authorize and request the Director of Patents and Trademarks of the United States of America to record this Release against the Listed Trademarks. Citibank agrees to reasonably cooperate to perform all further acts and execute and deliver all further documents and/or instruments that may be reasonably necessary to carry out the provisions of this Release.
3. Citibank hereby represents and warrants that it has full authority to execute and deliver this Release. ~~Grantors (and, as applicable, their successors-in-interest) hereby represent~~ and warrant that they have full authority to execute and deliver this Release.
4. This Release shall be governed by and construed in accordance with the law of the State of New York.
5. This Release shall be binding upon Citibank's representatives, successors, assigns and transferees.

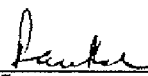
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IN WITNESS WHEREOF, the undersigned has caused this Release to be
executed by its duly authorized representatives as of the date first above written.

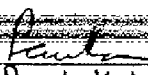
CITIBANK, N.A. LONDON BRANCH

By 
Name: Peter Larsen
Title: Vice President
Date: 12/12/11

CAPITOL RECORDS, LLC.

By 
Name: Paul Kahn
Title: VP & Treasurer
Date: 12/12/11

HIGHER OCTAVE MUSIC, INC.

By 
Name: Paul Kahn
Title: VP & Treasurer
Date: 12/12/11

SCHEDULE A

	Trademark Owner	Trademark	Application No.	Registration No.	Registration Date	Classes	Status
1.	Capitol Records, LLC	BLUE NOTE	79059676	979251	25 April 2008	6, 9, 11, 15, 16, 20, 28, 33, 41	Registered
2.	Capitol Records, LLC	CAPITOL	77492925	N/A	N/A	9, 16, 25, 35, 41	Pending
3.	Capitol Records, LLC	CAPITOL SPECIAL MARKETS OUTLINE PLATTER DESIGN	75497020	2267047	3 August 1999	9	Registered
4.	Capitol Records, LLC	CAPITOL WORD IN SCRIPT	77689952	3689101	29 September 2009	9	Registered
5.	Capitol Records, LLC	CRESCENT CITY SOUL	76357745	2657396	3 December 2002	9	Registered
6.	Capitol Records, LLC	EIGHTH NOTE LOGO	75/975537	2034589	28 January 1997	9	Registered
7.	Capitol Records, LLC	FUNKDAMENTALS	75/023885	2072748	17 June 1997	9	Registered
8.	Capitol Records, LLC	GOT HITS IN THE FORM GOT HITS!	78208575	3006385	11 October 2005	9	Registered
9.	Capitol Records, LLC	GUARDIAN AND DESIGN	74/709492	2065736	27 May 1997	9	Registered
10.	Capitol Records, LLC	HOLLYWOOD AND VINE	75/069082	2201731	3 November 1998	9, 35, 41	Registered
11.	Capitol Records, LLC	LEGENDARY MASTERS	72410934	960912	12 June 1973	9	Registered
12.	Capitol Records, LLC	PARA SEMPRE	78/144390	2707294	15 April 2003	9	Registered
13.	Capitol Records, LLC	SBK RECORDS AND STAR DEVICE	74092693	1717593	22 September 1992	9	Registered
14.	Capitol Records, LLC	SILVER SPOTLIGHT	31346	1024563	11 November 1975	9	Registered
15.	Capitol Records, LLC	SILVER SPOTLIGHT RECORDS WORDS AND CAR DESIGN	75/045796	2036927	11 February 1997	9	Registered
17.	Capitol Records, LLC	SOLO LO MEJOR 20 EXITOS AND DEVICE	76/325686	2582219	18 June 2002	9	Registered
18.	Capitol Records, LLC	TOWER DESIGN	77492921	N/A	N/A	9, 16, 25, 35, 41	Pending
19.	Capitol Records, LLC	U+ELEMENT	78/550370	3424098	6 May 2008	9	Registered
20.	Capitol Records, LLC	XDR	73/095387	1061172	15 March 1977	9	Registered
21.	Higher Octave Music, Inc. (by assignment from Narada Productions, Inc.)	NARADA	77669480	3676023	1 September 2009	9	Registered
22.	Capitol Records, LLC (by assignment from Caroline Records, Inc.)	CAROLINE DISTRIBUTION	77638326	N/A	N/A	35, 38, 41, 42	Pending