

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:	Virgin Records America, Inc.		
Street Address:	338 NORTH FOOTHILL ROAD		
City:	BEVERLY HILLS		
State/Country:	CALIFORNIA		
Postal Code:	90210		
Entity Type:	CORPORATION: CALIFORNIA		
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: 43			
Property Type	Number	Word Mark	
Serial Number:	77067646	ASTRAL VISION	

TRADEMARK

Registration Number:	2102742	ASTRALWERKS
Registration Number:	2838676	ASTRALWERKS
Registration Number:	2893235	A
Registration Number:	2060914	CAROLINE RECORDS
Registration Number:	2060992	GYROSCOPE
Registration Number:	2064838	SCAMP
Registration Number:	2079213	RAP-A-LOT RECORDS
Registration Number:	2018196	ALADDIN RECORDS
Registration Number:	0673876	BLUE NOTE
Registration Number:	1928363	BLUE NOTE
Registration Number:	2371000	BLUE NOTE
Serial Number:	76591940	BLUE NOTE
Serial Number:	77244224	BLUE NOTE
Registration Number:	1972271	BLUE NOTE THE FINEST IN JAZZ SINCE 1939
Registration Number:	2622534	BLUE NOTE THE FINEST IN JAZZ SINCE 1939
Registration Number:	0971850	CAPITOL
Registration Number:	1244815	CAPITOL
Registration Number:	1663998	CAPITOL
Registration Number:	2463750	CAPITOL
Registration Number:	2880302	CAPITOL
Registration Number:	0621325	CAPITOL
Registration Number:	0665000	CAPITOL
Registration Number:	1244814	CAPITOL
Registration Number:	1222472	CAPITOL
Registration Number:	1981100	CAPITOL
Registration Number:	1892673	CAPITOL RECORDS
Registration Number:	1862994	CAPITOL RECORDS
Registration Number:	2588213	IMPERIAL
Registration Number:	1345827	LIBERTY
Registration Number:	1774104	LIBERTY
Registration Number:	0756440	LIBERTY
Registration Number:	1367440	MAN HAT TAN
Registration Number:	2668784	MANHATTAN RECORDS
Registration Number:	1981607	MB METRO BLUE
Registration Number:	0838803	PACIFIC JAZZ

	1833190	THE RIGHT STUFF
Registration Number:	2071226	THE RIGHT STUFF
Registration Number:	2800764	ULTRA-LOUNGE
Serial Number:	76357746	ULTRA-LOUNGE BAR
Registration Number:	2159509	ULTRA-LOUNGE
Registration Number:	2106918	ULTRA-LOUNGE
Registration Number:	1919475	WORLD PACIFIC

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
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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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Date:	01/05/2012
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Total Attachments: 6

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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 12 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 ("Capitol"), Virgin Records America, Inc. ("Virgin"), and Caroline Records, Inc. ("Caroline") (individually, each a "Grantor" and collectively, the "Grantors"), with respect to the Listed Trademarks (as defined below).

WITNESSETH:

WHEREAS, on January 28, 2008, Grantor and Citibank entered into the Amended and Restated Pledge and Security Agreement whereby Grantor 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 January 28, 2008, Citibank, as Security Agent, and Grantor entered into the Trademark Security Agreement (Recorded Music Entities) (the "January Trademark Security Agreement"), which was recorded with the U.S. Patent and Trademark Office on February 7, 2008, at Reel/Frame 3715/0526;

WHEREAS, on October 30, 2007, Citibank, as Security Agent, and Grantor also entered into the Trademark Security Agreement (the "October Trademark Security Agreement"), which was recorded in the U.S. Patent and Trademark Office on December 21, 2007, at Reel/Frame 3684/0034;

WHEREAS, on February 22, 2008, Citibank, as Security Agent, Virgin, and Caroline entered into the Trademark Security Agreement (the "Caroline Trademark Security Agreement"), which was recorded with the U.S. Patent and Trademark Office on February 7, 2008, at Reel/Frame 3715/0526;

WHEREAS, on or about August 15, 2011, Virgin and Caroline entered into the Assignment Agreement, which was recorded in the assigned rights in certain Listed Trademarks to Capitol, which was recorded in the U.S. Patent and Trademark Office on August 31, 2011 at Reel/Frame 4614/0926;

WHEREAS, pursuant to the Amended and Restated Pledge and Security Agreement, the January Trademark Security Agreement and the October Trademark Security Agreement (collectively, the "Security Agreements"), Citibank received security interests in all of Grantor's 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:

1. 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. Grantor hereby represents and warrants that it has 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.

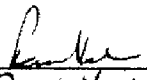
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IN WITNESS WHEREOF, the undersigned has caused this Release to be
executed by its duly authorized representatives as of the date first above written.

CITIBANK, N.A. LONDON BRANCH

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

CAPITOL RECORDS, LLC.

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

SCHEDULE A

Caroline Records Marks

Owner	Trademark	Country	Application No.	Registration No.	Registration Date	Classes	Status
Capitol Records, LLC (by assignment from Caroline Records, Inc.)	ASTRAL VISION	United States of America	77067646			9	Pending
Capitol Records, LLC (by assignment from Caroline Records, Inc.)	ASTRALWERKS	United States of America	75073928	2102742	7 Oct 1997	9	Registered
Capitol Records, LLC (by assignment from Caroline Records, Inc.)	ASTRALWERKS	United States of America	78238167	2838676	4 May 2004	9,38,41	Registered
Capitol Records, LLC (by assignment from Caroline Records, Inc.)	ASTRALWERKS LOGO	United States of America	78238172	2893235	12 Oct 2004	9,38,41	Registered
Capitol Records, LLC (by assignment from Caroline Records, Inc.)	CAROLINE RECORDS	United States of America	75073932	2060914	13 May 1997	9	Registered
Capitol Records, LLC (by assignment from Caroline Records, Inc.)	GYROSCOPE	United States of America	75084014	2060992	13 May 1997	9	Registered
Capitol Records, LLC (by assignment from Caroline Records, Inc.)	SCAMP	United States of America	75084015	2064838	27 May 1997	9	Registered

Virgin Records America Inc. Marks

Owner	Trademark	Country	Application No.	Registration No.	Registration Date	Classes	Status
Virgin Records America Inc.	Rap-A-Lot-Records	USA	73/143364	2079213	15 Jul 1997	9	Registered

Capitol Records Marks

Trademark	Application No.	Registration No.	Registration Date	Classes	Status
Aladdin Records	774585673	22018196	19 Nov 1996	9, 16, 41	
Blue Note	772049947	6673876	10 Feb 1959	9	Registered
Blue Note	774601811	11928363	17 Oct 1995	9	Registered
Blue Note	775777221	22371000	25 Jul 2000	35, 38, 41	Registered
Blue Note	776591940			18, 25	Pending
Blue Note	777244224			16	Pending
Blue Note The	774555906	11972271	7 May 1996	9	Registered

Trademark	Application No.	Registration No.	Registration Date	Classes	Status
Finest In Jazz Since 1939 And Device					
Blue Note The Finest In Jazz Since 1939 And Device	775397925	22622534	24 Sep 2002	36	Registered
Capitol	772430887	9971850	30 Oct 1973	9	Registered
Capitol	773289140	11244815	5 Jul 1983	41	Registered
Capitol	774105878	11663998	12 Nov 1991	9	Registered
Capitol	776034480	22463750	26 Jan 2001	38, 41, 42	Registered
Capitol	778/162029	22880302	31 Aug 2004	9, 38, 41, 42	Registered
Capitol And Dome Device	771693290	6621325	14 Feb 1956	9	Registered
Capitol And Dome Device	772036689	6665000	29 Jul 1958	21	Registered
Capitol And Dome Device	773289139	11244814	5 Jul 1983	41	Registered
Capitol And Dome (Video) Device	773350438	11222472	4 Jan 1983	9	Registered
Capitol And Dome (Video) Device	774699495	11981100	18 Jun 1996	9	Registered
Capitol And Dome Device	774257035	11892673	2 May 1995	21	Registered
In Oval With Word Records					
Capitol And Dome Device In Oval With Word Records	774801863	11862994	15 Nov 1994	14, 16, 25	Registered
Capitol Jazz And Device					Not yet filed
Imperial	776289249	22588213	2 Jul 2002	9	Registered
Liberty	4493432	11345827	2 Jul 1985	9	Registered
Liberty And Head Device (Nashville)	774265279	11774104	1 Jun 1993	9	Registered
Liberty In Border And Device	1133159	7756440	10 Sep 1963	9	Registered
Manhattan Device	773526383	11367440	29 Oct 1985	9	Registered
Manhattan	776/364797	22668784	31 Dec 2002	9	Registered

Trademark	Application No.	Registration No.	Registration Date	Classes	Status
Records					
MB Metro Blue And Device (in the form of mb stylised metro blue)	774/551918	11981607	18 Jun 1996	9	Registered
Pacific Jazz		8838803	14 Nov 1967	9	Registered
The Right Stuff	774/288810	11833190	26 Apr 1994	9	Registered
The Right Stuff In Circle Device	775/021308	2071226	17 Jun 1997	25	Registered
Ultra-Lounge	776-181543	22800764	30 Dec 2003	38	Registered
Ultra-Lounge Bar	776/357746			43	Abandoned
Ultra-Lounge Stylised Words and Device	775/132445	22159509	19 May 1998	25	Registered
Ultra-Lounge Stylised Words and Device	775/168314	22106918	21 Oct 1997	9, 21	Registered
World Pacific And Globe Device	774/577117	11919475	19 Sep 1995	9	Registered