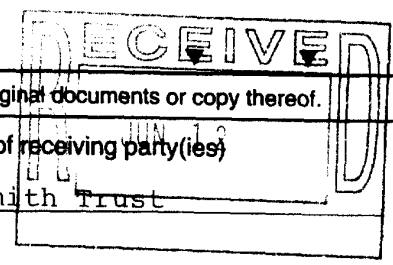


REC  
06/11/98  
MED

06-16-1998

SHEET



Tab settings

To the Honorable Commissioner of Patents

100738757

attached original documents or copy thereof.

1. Name of conveying party(ies):  
  
Clark Edward Enslin Jr.

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

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: The Smith Trust  
Internal Address: \_\_\_\_\_  
Street Address: 40 Music Square West  
City: Nashville State: TN ZIP: 37203

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other revocable Trust organized and existing under the laws of the State of Tennessee

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)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: June 9, 1998

4. Application number(s) or patent number(s):  
  
A. Trademark Application No.(s)  
  
B. Trademark Registration No.(s)  
  
1,988,297

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
Name: Mary Kathryn Lee  
Internal Address: Steinhart & Falconer LLP  
  
Suite 3200  
Street Address: 333 Market Street  
  
San Francisco                      94105  
City: \_\_\_\_\_ State: CA ZIP: -2150

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00  
  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
19-4215  
  
(Attach duplicate copy of this page if paying by deposit account)

06/16/1998 DCORTES 00000038 194215 1988297  
01 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Mary Kathryn Lee                      Mary Kathryn Lee                      June 11, 1998  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 2

**TRADEMARK ASSIGNMENT AGREEMENT**

**WHEREAS**, Clark Edward Enslin Jr., a United States citizen residing at 27 Olden Drive, Flemington, New Jersey, has adopted, used and is using the following trademark which is registered in the United States Patent and Trademark Office:

STARSTRUCK RECORDS

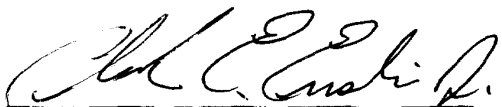
Federal Registration No. 1,988,297

and

**WHEREAS**, The Smith Trust, a revocable trust organized and existing under the laws of the State of Tennessee, having its principal place of business at 40 Music Square, Nashville, Tennessee ("Smith"), is desirous of acquiring said mark and the registration therefor;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Clark Edward Enslin Jr. hereby transfers and assigns to Smith all of Clark Edward Enslin Jr.'s right, title and interest in and to said trademark and the Federal Registration therefor, along with the goodwill of the business associated therewith and symbolized thereby.

**IN WITNESS WHEREOF**, Clark Edward Enslin Jr. has executed this document on the date indicated below.



Clark Edward Enslin Jr.

Date: 6-9-98