

5/23/01

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05-31-2001



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U.S. Department of Commerce
Patent and Trademark Office

101736956

To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. Original documents or copy thereof.

1. Name of conveying party(ies): Network Music, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation (State-California)
 Other _____

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

2. Name and Address of receiving party(ies)

Name: Network Music, LLC

Address: 15150 Avenue of Science
San Diego, California 92128

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 10, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation (State -)

Other Delaware Limited Liability Company

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,098,885 1,267,749
1,269,973 1,901,566 1,249,731

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be sent:

Hayley M. Smith
Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41)..... \$ 140.00
 Enclosed

Any deficiency is authorized to be charged to Deposit Account No.

8. Deposit Account No. 111098

(Attach duplicate copy of this page if paying by deposit account)

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.

Lisa Samenfeld
Name of Person Signing

[Signature]
Signature

5/23/01
Date

Total number of pages including cover sheet, attachments, and document: 6

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENT
WASHINGTON D.C. 20231

TRADEMARK
REEL: 002306 FRAME: 0399

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

This Assignment of Trademarks and Service Marks (the "Assignment") is issued pursuant to the terms of that certain Reorganization Agreement, dated the date hereof, by and among Network, Assignee, ABRY Broadcast Partners, III, L.P., NMI Holdings, LLC, NMI Holdings, Inc., Robert M. Skomer, Thomas D. Di Noto, and Thomas D. Di Noto, as Trustee of the Thomas Di Noto Family Trust u/d/t November 11, 1993, as amended (the "Agreement"), and this Assignment shall not be construed to expand, defeat, impair or limit the rights or remedies of the parties under the Agreement.

Network Music, Inc., a California corporation formerly known as "Network Production Music Library, Inc." and "Network Production Music, Inc." ("Network"), for valuable consideration, does hereby sell, transfer, assign and convey to Network Music, LLC, a Delaware limited liability company ("Assignee"), all of Network's rights, title and interest in and to the trademarks and service marks set forth on Schedule 1 attached hereto (the "Marks") and incorporated by reference herein, and the registrations thereof, together with the goodwill of the business symbolized thereby, throughout the world, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States and all foreign countries. The rights assigned hereby include all income, royalties, damages or payments due or payable as of the date hereof, including, without limitation, all rights to seek injunctive relief and sue for damages for past, future and existing infringements or other unauthorized use of the Marks.

Network shall provide, or shall cause its successor-in-interest to provide, Assignee, its successors, assigns or other legal representatives, cooperation and assistance at Assignee's request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits or other documentation as may be reasonably required): (i) in the preparation of any application for registration or any application for renewal of a registration covering any of the Marks; (ii) in the prosecution or defense of any oppositions, infringement or other proceedings that may arise in connection with any of the Marks assigned herein and this Assignment; (iii) in obtaining any additional trademark protection for the Marks that Assignee reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in

the United States or for all foreign countries; and (iv) in the implementation or perfection of this Assignment.


Dated: July 10, 1998

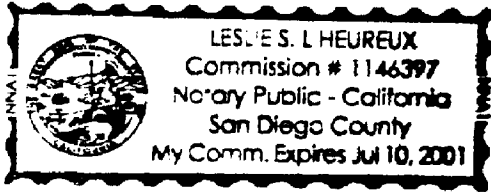
Network Music, Inc.

By  _____

An Authorized Signatory

Sworn to before me this 10th day of July, 1998


Notary Public



SCHEDULE 1

U.S. TRADEMARK REGISTRATIONS

1. Mark: NETWORK
Registration No.: 2,098,885 U.S. Patent and Trademark Office
Registration Date: September 23, 1997
Registered By: Network Music, Inc.
Currently Registered to: Network Music, Inc.
Expiration Date: September 23, 2007
2. Mark: NETWORK
Registration No.: 1,267,749 U.S. Patent and Trademark Office
Registration Date: February 21, 1984
Registered By: Network Production Music Library, Inc.
Currently Registered to: Network Music, Inc. as of March 1990
Expiration Date: February 21, 2004
3. Mark: NETWORK (stylized)
Registration No.: 1,296,973, U.S. Patent and Trademark Office
Registration Date: September 18, 1984
Registered By: Network Production Music Library, Inc.
Currently Registered to: Network Music, Inc. as of April 1990
Expiration Date: September 18, 2004
4. Mark: SHOCKWAVE
Registration No.: 1,901,566, U.S. Patent and Trademark Office
Registration Date: June 27, 1995
Registered By: Network Music, Inc.
Currently Registered to: Network Music, Inc.
Expiration Date: June 27, 2005
5. Mark: SHORT TRAX (stylized)
Pending App. Serial No.: 75/268920, U.S. Patent and Trademark Office
Application Filing Date: April 3, 1997
Application Filed By: Network Music, Inc.

6. **Mark:** WHISPERDISC
Registration No.: 1,249,731, U.S. Patent and Trademark Office
Registration Date: August 30, 1983
Registered By: Network Production Music Library
Currently Registered to: Network Music, Inc. as of July 1990
Expiration Date: August 30, 2003