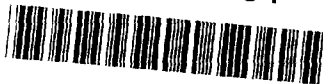


07-03-2001

U.S. Department of Commerce
Patent and Trademark Office

626.01

R



IEET

101766735

To the Honorable Commissioner of Patents and Trademarks: Please use original documents or copy thereof.

1. Name of conveying party(ies):
Union Bank of California, N.A.

2. Name and Address of receiving party(ies)

Name: Network Music, LLC

Address: 15150 Avenue of Science
San Diego, CA 92128

- Individual(s)
- General Partnership
- Corporation (State-)
- Other National Association

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation (State -)
- Other A Delaware Limited Liability Company

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

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

Execution Date: June 11, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

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: 6

7. Total fee (37 CFR 3.41)..... \$ 165.00

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

8. Deposit Account No. 11-1098

(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.

JOHN LYNN

Name of Person Signing

Signature

6/25/01

Date

Total number of pages including cover sheet, attachments, and document: 10

07/02/2001 LMUELLER 00000164 2098885

01 FC:481
02 FC:482

40.00
125.00
COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENT
WASHINGTON D.C. 20231

TRADEMARK
REEL: 002323 FRAME: 0281

Attachment to Recordation Cover Sheet

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

RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

This Release of Security Interest in Trademark Collateral ("Release"), entered into as of June 11, 2001 is made by Union Bank of California, N.A. ("Bank").

WITNESSETH:

WHEREAS, Network Music, LLC, a Delaware limited liability company ("Pledgor") and Bank entered into a Loan Agreement dated July 10, 1998 (the "Loan Agreement") pursuant to which Bank made certain loans to Pledgor; and

WHEREAS, to secure repayment of the Obligations (as defined in the Loan Agreement), and Pledgor executed and delivered to Bank a Trademark Security Agreement dated as of July 10, 1998 (the "Trademark Security Agreement") granting a security interest in the Trademark Collateral (as defined in the Trademark Security Agreement), including without limitation the trademarks listed on Attachment A; and

WHEREAS a copy of the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on July 20, 1998, and a copy of such recordation appears at Reel No. 1757, Frame No. 0256; and

WHEREAS, concurrently herewith the Pledgor is repaying the Loan (as defined in the Loan Agreement); and

WHEREAS, Bank desires to release its security interest in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,

1. Release. Bank hereby agrees that the Trademark Security Agreement is hereby terminated, and Bank's security interest in the Trademark Collateral is hereby terminated and released, and neither Pledgor nor Bank shall have any further obligations pursuant to the Trademark Security Agreement. Bank hereby confirms its release of the security interest in, and reassigns, transfers and conveys to Pledgor, any and all right, title and interest which Bank has in or to the Trademark Collateral, including without limitation, the trademarks listed on Attachment A hereto. Bank hereby agrees that it will execute all such further documents as may be requested by Pledgor to carry out the transactions contemplated hereunder.

2. Miscellaneous.

(a) Applicable Law. This Release, and all of the rights and liabilities hereunder, shall be construed in all respects in accordance with, and governed by, all of the provisions of the California Uniform Commercial Code and by the other internal laws (as opposed to conflicts of law provisions) of the State of California.

TRADEMARK

REEL: 002323 FRAME: 0284

(b) Counterparts. This Release may be executed in one or more counterparts, each of which when so executed shall be deemed an original but all such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Release has been duly executed as of the date first written above.

UNION BANK OF CALIFORNIA, N.A.

Dated: June 11, 2001

By: Bette J. McCole
Name: Bette J. McCole
Title: Vice President

Attachment A

Trademarks

Attachment to Release Document

SCHEDULE A

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

SCHEDULE A

CALIFORNIA TRADEMARK REGISTRATIONS

1. Mark: NETWORK
TM Registration No.: 64,889, State of California
Registration Date: November 12, 1981
Registered By: Network Production Music Library, Inc.
Currently Registered to: Network Music, Inc. as of June 1991
Expiration Date: November 13, 2001
2. Mark: NETWORK (stylized)
SM Registration No.: 12,842, State of California
Registration Date: November 19, 1981
Registered By: Network Production Music Library, Inc.
Currently Registered to: Network Music, Inc. as of June 1991
Expiration Date: November 20, 2001
3. Mark: SHOCKWAVE
TM Registration No.: 98,983, State of California
Registration Date: June 14, 1994
Registered By: Network Music, Inc.
Currently Registered to: Network Music, Inc.
Expiration Date: June 15, 2004
4. Mark: SHORT TRAX (stylized)
TM Registration No.: 102,425, State of California
Registration Date: April 15, 1997
Registered By: Network Music, Inc.
Currently Registered to: Network Music, Inc.
Expiration Date: April 16, 2007

Schedule B
Trademark Security Agreement

TRADEMARK LICENSES

1. License Agreement entered into on March 19, 1995, by and between Zoological Society of San Diego, a California corporation, and Network Music, Inc.

SDI-DATVOTHEWYL751080991.1
071498

B-1