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09-26-2001



U.S. Department of Commerce
Patent and Trademark Office

HEET

101855326

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

DOCUMENT ID NO.: 101766736

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

06/26/01

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

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

2. Name and Address of receiving party

Name: Network Music, Inc.

Address: 15150 Avenue of Science
San Diego, California 92128

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

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 Release Of Security Interest

Execution Date: July 11, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) See Recordation Schedule

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: 10

7. Total fee (37 CFR 3.41)..... \$ 265.00
 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)

09/25/2001 TDIAZ1 00000193 111098 2098885

01 FC:481 40.00 CH
02 FC:482 225.00 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.

Hayley M. Smith
Name of Person Signing

Hayley M. Smith
Signature

9/17/01
Date

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

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

TRADEMARK
REEL: 002373 FRAME: 0678

Trademark Recordation Schedule

MARK	REGISTRATION NUMBER
NETWORK	2,098,885
NETWORK	1,267,749
NETWORK (STYLIZED)	1,296,973
NETWORK	2,098,885
NETWORK	1,267,749
NETWORK (STYLIZED)	1,296,973
SHOCKWAVE	1,901,566
SHORT TRAX (STYLIZED)	Application No. 75/268920
WHISPERDISC	1,249,731
SHOWMUSIC	1,610,264

07-03-2001

U.S. Department of Commerce
Patent and Trademark Office

6-26.01

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and the attached original documents or copy thereof.

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(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

Execution Date: June 11, 2001

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JOHN LANN
Name of Person Signing

Signature

6/25/01
Date

Total number of pages including cover sheet, attachments, and document: 13

07/02/2001 LMUELLER 00000165 2098885

01 FC:481
02 FC:482

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

TRADEMARK
REEL: 002373 FRAME: 0680

Attachment to Recordation Cover Sheet

1. Mark: the word 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: the word 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: the word 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
4. Mark: the word NETWORK
Registration No.: 321,571, Canada
Registration Date: December 12, 1986
Registered By: Network Production Music, Inc.
Currently Registered To: Network Music, Inc. as of April, 1995
Expiration Date: December 12, 2001
5. Mark: NETWORK (stylized)
Registration No.: 1,296,973, U.S. Patent and Trademark Office
Registration Date: September 18, 1884
Registered By: Network Production Music Library, Inc.
Currently Registered To: Network Music, Inc. as of April, 1990
Expiration Date: September 18, 2004
6. Mark: NETWORK (stylized)
SM Registration No.: 12,842, State of California
Registration Date: November 19, 1981
Registered By: Network Production Music Library, Inc.
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Expiration Date: November 20, 2001

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7. Mark: NETWORK (stylized)
Registration No.: 320,046, Canada
Registration Date: October 31, 1986
Registered By: Network Production Music, Inc.
Currently Registered To: Network Music, Inc. as of April, 1995
Expiration Date: October 31, 2001
8. 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
9. 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
10. 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.
11. 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
12. 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

13. Mark: WHISPERDISC
TM Registration No.: 67430, State of California
Registration Date: September 22, 1982
Registered By: Network Production Music Library, Inc.
Expired: September 23, 1992
14. Mark: WHISPERDISC
TM Registration No.: B1202041, United Kingdom
Registration Date: December 5, 1984
Registered By: Network Production Music Library, Inc.
Expired: August 19, 1990
15. Mark: SHOWMUSIC
Supplemental Register No.: 1,610,264, U.S. Patent and Trademark Office
Registration Date: August 14, 1990
Registered By: Network Music, Inc.
Expiration Date: August 14, 2000
Note: No affidavit of use filed; mark probably canceled

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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, Inc., a California corporation ("Pledgor") and Bank entered into a Loan Agreement dated March 23, 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 March 23, 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 March 27, 1998 and a copy of such recordation appears at Reel No. 1712, Frame No. 0688; and

WHEREAS, the Pledgor has repaid 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.

(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

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TRADEMARK LICENSES

None.