

02-08-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101978285

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

2-8-02

1. Name of conveying party(ies): Tambourine, Inc. 77 Federal Street, 1st Floor San Francisco, CA 94107

2. Name and address of receiving party(ies) Name: Balloun Family Investments, L.P. Internal Address: Street Address: 1420 Peachtree St., N.E. City: Atlanta State: GA Zip: 30309

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Intellectual Property Security Agmt Execution Date: October 10, 2001

[] Individual(s) citizenship [] Association [] General Partnership [x] Limited Partnership [] Corporation-State [] Other If assignee is not domiciles in the United States a domestic representative designation is attached: [x] Yes [] No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/022,453 76/022,454 75/932,384 76/113,837 75/608,802

B. Trademark No.(s) 2,028,371 1,836,626 Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Diana Sanchez Bentz Internal Address: Cooley Godward LLP 5 Palo Alto Square Street Address: 3000 El Camino Real City: Palo Alto State: CA Zip: 94306

6. Total number of applications and trademarks involved. 7 Total fee (37 CFR 3.41)..... \$ 190.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: 30-3115 (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. Diana Sanchez Bentz Name of Person Signing [Signature] Signature February 7, 2001 Date

Total number of pages including cover sheet, attachments, and documents:

02/08/2002 GTON11 00000091 76022453

01 FC:481 02 FC:482

Mail documents to be recorded with required cover sheet information to: 40.00 OP Commissioner of Patents & Trademarks, Box Assignments 150.00 OP Washington, D.C. 20231

TRADEMARK REEL: 002440 FRAME: 0158

Names and addresses of additional receiving parties

Doyle L. Arnold, Trustee Arnold Revocable Trust U/A/D 9/18/91				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
65 Singingwood Lane	Orinda	CA	94563-1210	USA

Lowell L. Bryan				
5c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
c/o McKinsey & Co. 55 East 52nd Street	New York	NY	10022	USA

Donald R. Dixon				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
62 Linda Vista Avenue	Atherton	CA	94027	USA

The 1994 Felton Family Trust				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
c/o McKinsey & Co. 1420 5th Avenue	Seattle	WA	98101	USA

Frederick W. Gluck 1997 Family Trust dated July 29, 1997				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
743 San Ysidro Road	Santa Barbara	CA	93108-1329	USA

Ted W. Hall				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
c/o Long Meadow Ranch, 1775 Whitehall Lane	St. Helena	CA	94574-9786	USA

Kurt R. Jagers				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
180 Corte Madera Road	Portola Valley	CA	94028	USA

Linda G. Katzenbach				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
125 Tradd Street	Charleston	SC	29401	USA

L-Co Ventures				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
c/o Peter Loeb, Neuberger, Berman LLC, 605 Third Ave.	New York	NY	10158	USA

Paul G. Manca and Debra W. Manca, Joint Tenants WROS				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
6654 Pineneedle Drive	Oakland	CA	94611	USA

Nion McEvoy				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
c/o Chronicle Books, 85 Second Street	San Francisco	CA	94105	USA

Names and addresses of additional receiving parties

Leonard Thomas Mendonca and Christine Johnson Mendonca, Trustees of the Mendonca Family Trust U/D/T dtd 8/4/93				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
c/o McKinsey & Co. 555 California Street	San Francisco	CA	94104	USA

T. Michael Nevens and Yvonne M. Nevens, Trustees 1997 Nevens Family Trust				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
24142 Summerhill Avenue	Los Altos Hills	CA	94024	USA

Frederick P. Rehmus, Trustee Atherton Investment Trust dtd 6/20/76				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1550 El Camino Real	Menlo Park	CA	94025	USA

Charles O. Schetter				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
23501 Malibu Colony Road	Malibu	CA	90265-4626	USA

Housatonic Equity Investors SBIC, L.P.				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
c/o Barry Reynolds, 88 Kearny Street	San Francisco	CA	94108	USA

Frederick W. Huibregtsen				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
Amersfoortsestraatweg 55	Brussum 1402 GR			Netherlands

Robert J. McLean				
MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
The Chifley Tower	Sydney, NSW 2000			AUS

Domestic Representative Designation

Section 2 of Recordation Form Cover Sheet – Trademarks

Assignee **Frederick W. Huibregtsen** is not domiciled in the United States, a domestic representative is:

Tambourine, Inc.

C/o Keith Davidge

77 Federal Street, 1st Floor

San Francisco, CA 94107 USA

Domestic Representative Designation

Section 2 of Recordation Form Cover Sheet – Trademarks

Assignee **Robert J. McLean** is not domiciled in the United States, a domestic representative is:

Tambourine, Inc.

C/o Keith Davidge

77 Federal Street, 1st Floor

San Francisco, CA 94107 USA

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of October 10, 2001, by TAMBOURINE, INC., a California corporation ("*Grantor*") in favor of the individuals listed on *Exhibit 1* hereto (each a "*Secured Party*", and collectively, the "*Secured Parties*").

RECITALS

A. The parties executing as Secured Parties on the signature pages of that certain Security Agreement, dated as of October 10, 2001, by and among Grantor and the Secured Parties (as the same may be amended, modified or supplemented from time to time, the "*Security Agreement*") have agreed to make certain advances of money and to extend certain financial accommodations to Grantor (the "*Loans*") in the amounts and manner set forth in that certain Note Purchase Agreement, dated as of October 10, 2001, executed by and among Grantor and the Secured Parties (as the same may be amended, modified or supplemented from time to time, the "*Note Purchase Agreement*"). The Loans are evidenced by those certain Secured Convertible Promissory Notes dated October 10, 2001, executed by Grantor in favor of each Secured Party (collectively, as the same may be amended, modified or supplemented from time to time, the "*Notes*"). Secured Parties are willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Secured Parties a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Notes, the Note Purchase Agreement and the Security Agreement.

B. Pursuant to the terms of the Security Agreement, Grantor has granted to the Secured Parties a security interest in all of Grantor's right, title and interest in and to the Collateral. All capitalized terms used but not otherwise defined herein shall have the respective meanings assigned to them in the Security Agreement.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Notes, the Note Purchase Agreement, the Security Agreement and all other documents and agreements in connection therewith (collectively, the "*Loan Documents*"), Grantor hereby represents, warrants, covenants and agrees as follows:

To secure its obligations under the Loan Documents and under all other agreements now existing or hereafter arising between Grantor and Secured Parties, Grantor grants and pledges to the Secured Parties, a security interest whether now owned or hereafter acquired in all of Grantor's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on **Schedules A, B and C** hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to the Secured Parties under the Security Agreement. The rights and remedies of the Secured Parties with respect to the security interest granted hereby are subject to the terms of the Security Agreement and are in addition to those set forth in the Security Agreement and the other Loan Documents, and those which are now or hereafter available to Secured Parties as a matter of law or equity. Each right, power and remedy of the Secured Parties provided for herein or in the Security Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by the Secured Parties of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Security Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including the Secured Parties, of any or all other rights, powers or remedies.

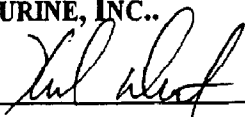
Grantor represents and warrants that **Schedules A, B, and C** attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Grantor has caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

TAMBOURINE, INC..

By: 

Title: VP - Finance

EXHIBIT 1

SECURED PARTIES

Name

Doyle L. Arnold, Trustee Arnold Revocable Trust U/A/D 9/18/91

Balloun Family Investments, LP

Lowell L. Bryan

Donald R. Dixon

The 1994 Felton Family Trust

Frederick W. Gluck 1997 Family Trust dated July 29, 1997

Ted W. Hall

Housatonic Equity Investors SBIC, LP

Frederick W. Huibregtsen

Kurt R. Jagers

Linda G. Katzenbach

L-Co Ventures

Paul G. Manca and Debra W. Manca, Joint Tenants WROS

Nion McEvoy

Leonard Thomas Mendonca and Christine Johnson Mendonca, Trustees of the Mendonca Family Trust U/D/T dtd 8/4/93

Robert J. McLean

T. Michael Nevens and Yvonne M. Nevens, Trustees 1997 Nevens Family Trust

Frederick P. Rehmus, Trustee Atherton Investment Trust dtd 6/20/76

Charles O. Schetter

SCHEDULE A

COPYRIGHTS

SR Reg. No.	Title of Work	Physical Description of Work	Name of Claimant
SR 172-013	Dream Walkin'	Sound Recording, Artwork, Text	Tambourine, Inc.
SRu 231-068	Piti Village	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 206-333	Interplay	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 178-787	For All People	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 213-704	Ironclad	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 213-712	Alupang Sunset	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 213-706	The Tribe	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 213-707	Turtle Logic	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 213-708	Red Reflections	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 188-424	Dedication	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 218-005	San Francisco Nighthawks	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-456	Raven	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 220-429	Live at Stanford Jazz Workshop	Sound Recording, Artwork, Text	Tambourine, Inc.
SR-270-835	Penumbra	Sound Recording, Artwork, Text	Tambourine, Inc.
SRu 394-919	Birth Right (never released)	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 260-353	In The Long Run	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 260-352	Gershwin on Monarch	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 260-351	Starlight Café	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 262-663	Ultimate Ellington	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 262-671	Kicks	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 267-440	The Tender Trap	Sound Recording, Artwork, Text	Tambourine, Inc.
SR-271-700	Together	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 286-717	When I Was You	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 262-665	Rain	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 262-670	In The Pocket	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 268-988	Easy	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-157	Christmas Eve	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-043	Christmas Dinner	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-277	Christmas Morning	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-040	Christmas Party	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-270	The Gift of Love	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-117	Romance	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-047	World's Greatest Classical Collection Vol. 1	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-262	World's Greatest Classical Collection Vol. 2	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-048	Classical Relaxation	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-156	Body: art of relaxation	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-160	Mind: art of meditation	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-263	Spirit: art of healing	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-159	Panpipes Vol 1	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-116	Panpipes Vol 2	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-153	Singing Animal Parade	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-119	Silly Singing Fun	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-044	Little Dreamer	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 294-606	Cradled by Nature	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-256	Acoustic Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.

SR Reg. No.	Title of Work	Physical Description of Work	Name of Claimant
SR 287-257	Classical Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-158	Jazz Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-154	World Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 270-588	A Romantic Tribute to the Titanic	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 295-093	The Big Band Collection	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-276	Hits of the 40's	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-276	Hits of the 50's	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-276	Hits of the 60's	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 227-050	Nutcracker Suite for Guitar	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 61-406	The Nutcracker Suite for Classical Guitar	Sound Recording, Artwork, Text	Tambourine, Inc.
SRu 350-630	Christmas Classics for Two Guitars	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-053	Guitar Heartsongs	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-051	Guitar Masterpieces	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-054	Classical Bouquet	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 135-343	An Angel's Noel	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 149-206	Christmas Memories	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 141-215	Piano Portraits	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-052	Seasons	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 191-829	Classical Offering	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 191-820	A Night At The Symphony	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 191-880	Romantic Piano	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 194-207	Enchanted Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 191-828	Harvest Moon	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 224-103	The Sugo Collection Vol I	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 191-834	Somewhere In Time	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 190-997	The Sugo Holiday Collection	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 207-141	Winter's Journey	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 207-140	Forever	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 191-807	Summer Stories	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 192-165	Secret Harbor	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 200-849	Songs For The Wild	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 207-138	Voyage	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 210-526	Paradise Café	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 200-850	Bamboo Forest	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 215-200	Piano Serenade	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 169-150	A New World Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 188-444	Sugo Music Collection Vol II	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 169-191	Cinema	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 168-924	ZBRA	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 215-558	An Evening To Remember	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-479	Garden Song	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-453	Indigo Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-490	Christmas Elegance	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-443	Noel Noel	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 230-544	Sugo Collection Volume III	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 222-736	A Day At The Beach	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 222-602	A Walk In The Forest	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 222-601	Indigo	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 223-584	Isle of Dreams	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 227-459	Sentimental Journey	Sound Recording, Artwork, Text	Tambourine, Inc.

SR Reg. No.	Title of Work	Physical Description of Work	Name of Claimant
SR 227-452	Broadway Center Stage	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 252-526	An Acoustic Christmas	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 238-697	Holiday Collection Volume Two	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 231-395	Premiere	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 235-957	Maidens of the Celtic Harp	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 295-092	A Time Remembered	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 252-844	Rhythms	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 270-592	Christmas in the Country	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 270-593	Indigo Christmas 2	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 252-419	Tranquility	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 252-639	Harmony	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 252-640	Vitality	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 252-641	New Celtic Moon	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 252-853	Wonderful Tonight	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 295-126	The King of Swing	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-162	The Best of Elton John	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 270-586	Passion, Heart & Soul	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 270-589	You Were Meant For Me	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 270-587	Voyage II	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-042	Big Band Romance	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 270-591	Creativity	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-124	Merry Christmas Baby (Indigo Xmas III)	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-155	Christmas Angels	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 295-127	Queen of Country	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 270-590	Ballets, Operas & Masterworks	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-269	Legends of the Big Band	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 295-125	First Lady of Song	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 231-398	Sugo Music Collection Volume Four	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 97-120	Pasero Pasero	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-389	My Precious Daughter	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-382	My Special Son	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-265	That Christmas Feeling	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-266	Danza de Amor	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 294-605	Swingville	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-161	The Supper Club	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 295-124	Retro Celebration	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-045	Silver Screen	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-167	A Cool Yule	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-120	Jazz Divas	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-166	Shaken Not Stirred	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-041	Celtic Spirit Tides	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-165	Escape	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 291-467	A Precious Bond	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-377	Welcome Little One	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-388	New Beginnings	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 290-457	Navidad	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-378	Salsa	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 292-816	Tango	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 292-815	Mambo	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-383	Bossa Nova	Sound Recording, Artwork, Text	Tambourine, Inc.

SR Reg. No.	Title of Work	Physical Description of Work	Name of Claimant
SR 287-274	Samba	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 295-128	Broadway Music of the Night	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-025	The Beatles Instrumental Jazz Tribute	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-046	Time in a Bottle	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 287-275	Always on My Mind	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-267	That'll Be The Day	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-380	Lady Day	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR-291-572	Ol Blue Eyes	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-384	Rejuvenate	Sound Recording, Artwork, Text	Tambourine, Inc.
SR 290-456	Christmas A Cappella Style	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 287-390	A Sinatra Christmas	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 299-656	Destination Africa	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 289-205	Destination Brazil	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 289-204	Destination Chicago	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 299-655	Destination Cuba	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 289-203	Destination Ireland	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 299-660	Destination New Orleans	Compilation of Sound Recordings, Artwork, Text	Tambourine, Inc.
SR 292-806	Modern Mancini	Sound Recording, Artwork, Text	Tambourine, Inc.

PA Reg. No.	Song Title	Physical Description	Name of Claimant
PA 220-895	Speak of the Devil	Music	Tambourine, Inc.
PA 709-511	Dream Walkin'	Music	Tambourine, Inc.
PA 709-512	Rokminoff	Music	Tambourine, Inc.
PA 709-510	Sleeptight	Music	Tambourine, Inc.
PA 709-513	Algo Bossa	Music	Tambourine, Inc.
PA 663-290	The Last Word	Music	Tambourine, Inc.
PA 663-289	Island Happy	Music	Tambourine, Inc.
PA 663-288	The Pickpocket	Music	Tambourine, Inc.
PA 967-927	Whisper, Muse	Music	Tambourine, Inc.
PA 967-928	Geneva	Music	Tambourine, Inc.
PA 967-926	Soca Nova	Music	Tambourine, Inc.
PA 972-874	Poor Wayfarin' Stranger	Music	Tambourine, Inc.
PA 972-873	Vita's Lullaby	Music	Tambourine, Inc.
PA 972-872	Mr. White's Blues	Music	Tambourine, Inc.
PA 828-986	Mikho	Music	Tambourine, Inc.
PA 833-337	Hiding Places	Music	Tambourine, Inc.
PA 833-337	Silent Tears	Music	Tambourine, Inc.
PA 833-337	The Secret Garden	Music	Tambourine, Inc.
PA 833-337	Yasawa Blue	Music	Tambourine, Inc.
PA 833-333	Sand Castles	Music	Tambourine, Inc.
PA 833-333	Summer Nights	Music	Tambourine, Inc.
PA 833-333	Welcome Home	Music	Tambourine, Inc.
PA 808-838	Gratitude	Music	Tambourine, Inc.
PA 808-839	Meadow	Music	Tambourine, Inc.
PA 808-837	Oregon	Music	Tambourine, Inc.
PA 808-836	Paradise Café	Music	Tambourine, Inc.
PA 808-842	Premdo	Music	Tambourine, Inc.

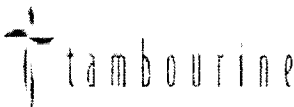



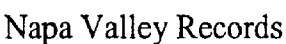
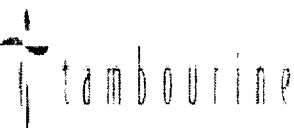

PA Reg. No.	Song Title	Physical Description	Name of Claimant
PA 808-841	Que Lindo	Music	Tambourine, Inc.
PA 808-340	Sicilienne	Music	Tambourine, Inc.
PA 840-179	Between Two Worlds	Music	Tambourine, Inc.
PA 840-179	Dance of the Sidheog	Music	Tambourine, Inc.
PA 840-179	Donal and the Fairy Folk	Music	Tambourine, Inc.
PA 840-179	Fomorian Towers	Music	Tambourine, Inc.
PA 840-179	Inisfail	Music	Tambourine, Inc.
PA 840-179	Morning Chimes	Music	Tambourine, Inc.
PA 840-179	St. Brendan's Voyage	Music	Tambourine, Inc.
PA 840-179	The Abbess of Kildare	Music	Tambourine, Inc.
PA 840-179	The Battle of Dromcath	Music	Tambourine, Inc.
PA 840-179	The Flora Gorge	Music	Tambourine, Inc.
PA 840-179	The Rock of Cashel	Music	Tambourine, Inc.
PA 840-179	Wilderness Lament	Music	Tambourine, Inc.
PA 953-803	A View From Her Window	Music	Tambourine, Inc.
PA 953-804	Cradled By Your Warmth	Music	Tambourine, Inc.
PA 953-801	Nautical Nights	Music	Tambourine, Inc.
PA 953-802	Pinnacles	Music	Tambourine, Inc.
PA 882-330	Rivers Run Deep	Music	Tambourine, Inc.
PA 882-332	Waterfall Creek	Music	Tambourine, Inc.
PA 882-331	Window Seat	Music	Tambourine, Inc.
PA 882-333	Butterfly Dance	Music	Tambourine, Inc.
PA 882-335	Exotica	Music	Tambourine, Inc.
PA 882-334	Pure Love	Music	Tambourine, Inc.
PA 882-336	Reunion	Music	Tambourine, Inc.
PA 953-797	Free Fall	Music	Tambourine, Inc.
PA 953-798	Neptune's Dance	Music	Tambourine, Inc.
PA 953-800	To Love Myself	Music	Tambourine, Inc.
PA 953-799	We Hold the Answer	Music	Tambourine, Inc.
PA 953-838	After the Rain	Music	Tambourine, Inc.
PA 953-839	Dreamscape	Music	Tambourine, Inc.
PA 953-840	It Begins Again	Music	Tambourine, Inc.
PA 953-841	Many Miles to Go	Music	Tambourine, Inc.
PA 953-842	The Journey	Music	Tambourine, Inc.
PA 953-843	Dakota	Music	Tambourine, Inc.
PA 953-844	Lullaby	Music	Tambourine, Inc.
PA 953-845	Always Somewhere	Music	Tambourine, Inc.
PA 953-846	Home Again	Music	Tambourine, Inc.
PA 953-830	Awaken the Spirit	Music	Tambourine, Inc.
PA 953-831	Inner Eye	Music	Tambourine, Inc.
PA 953-832	Kangaroo Island	Music	Tambourine, Inc.
PA 953-833	Whisper	Music	Tambourine, Inc.
PA 953-834	Year of the Dragon	Music	Tambourine, Inc.
PA 953-835	Marrakech	Music	Tambourine, Inc.
PA 953-836	Rejuvenate	Music	Tambourine, Inc.
PA 953-837	Morocco Moon	Music	Tambourine, Inc.
PA 1-059-584	The Lone Ranger	Music	Tambourine, Inc.

SCHEDULE B

PATENTS

None.

SCHEDULE C
TRADEMARKS

Mark Title	Application Number	Registration Number	Filing Date/ Registration Date
	76/022,453		April 8, 2000
		2,028,371	January 7, 1997
		1,836,626	May 17, 1994
	75/932,384		March 1, 2000
	75/608,802		December 17, 1998
	76/022,454		April 4, 2000
	76/113,837		August 22, 2000