



4/10/02

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

04-17-2002

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



102057571

Original documents or copy thereof.

To the Honorable Commissioner of P

1. Name of conveying party(ies): Gemini Sound Products

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Notice of Assignment for Security

Execution Date: 4/9/02

2. Name and address of receiving party(ies)

Name: Century Business Credit Corporation Internal Address:

Street Address: 119 West 40th Street City: New York State: NY Zip: 10018-2500

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

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

A. Trademark Application No.(s) 76/066,516

B. Trademark Registration No.(s) 2,373,672; 2,450,181; 2,294,106; 1,644,313; 2,432,305

Additional number(s) attached Yes No

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

Name: Robert Stein, Esq. Internal Address:

Street Address: 250 Park Avenue, 10th Floor

City: New York State: NY Zip: 10177

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41): \$ 590.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Robert Stein, Esq. Name of Person Signing

[Signature] Signature

4/10/02 Date

Total number of pages including cover sheet, attachments, and document: 11

04/17/2002 JJA/LNR 00000016 2373672

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

01 FC:481 40.00 OP 02 FC:482 550.00 OP

**ATTACHMENT TO QUESTION 4B
OF COVER SHEET**

TRADEMARK REGISTRATION AND APPLICATION NUMBERS

TRADEMARK NAME & FILING	DESCRIPTION	FILING/SERIAL NUMBER & DATE	REG NO / DATE
BPM	sound mixers with beat counters	75/512,453 7-2-98	2,373,672 8-1-00
DISCO-O-MIX	sound system comprising audio mixer, CD players and headphones, all sold as a unit - Int'l Class 9	75/832,065 10-26-99	2,450,181 5-8-01
DJ KIT ONE	sound system comprising audio mixers, phonograph turntables, stereo cables and instructional video tape, all sold as a unit	75/457776 3-27-98	2,294,106 11-23-99
FIRST MIX	used for audio kit package (including 2 turntables, 1 mixer, headphones & connection cables	76/066,516 6-9-00	
MIGHTY-MIC	microphone	74/071,243 6-21-90	1,644,313 5-14-91
MIXMASTER	sound system, comprising audio mixers, phonograph turntables & cartridges, stereo cables and instructional videotape, all sold as a unit	75/759,559 7-26-99	2,432,305 2-27-01
PRO SCRATCH FADER	crossfader (full wording) Class 9	75/027,762 12-4-95	2,139,492 2-24-98
PRO-GLIDE	rail-based crossfader for use on audio sound mixers Class 9	75/819,305 10-12-99	2,434,311 3-6-01

PSF	electronic cross fader for fading from one channel to another	75/027,763 12-4-95	2,154,075 4-28-98
PMX	Stereo Audio Mixer Class 9	309,163 8-31-92	1,762,630 4-6-93
PS	Professional Audio Mixers International Class 9	75/111,346 1-16-96	2,085,667 8-5-97
ROBO PLAY	stereo mixer switch International Class 9	74/367259 3-12-93	1,803,157 11-9-93
ROBO START	audio compact disc players International Class 9	75/660,272 3-15-99	2,488,373 9-11-01
SCRATCHMASTER	stereo audio mixers International Class 9	74/302126 8-7-92	1,762,614 4-6-93
SPINMASTER	sound system, comprising audio mixers, phonograph turntables & cartridges, stereo cables and instructional videotape	75/759,534 7-26-99	2,432,304 2-27-01
TECHNOMASTER	stereo mixers	74/720,252 8-25-95	2,045,022 3-11-97
TRICKMASTER	stereo mixers	74/720,253 8-25-95	2,020,441 12-3-96
UX	wireless systems comprised of receivers, belt packs and hand-held microphone transmitters	75/445,112 3-5-98	2,269,887 8-10-99
XPM	amplifiers	75/413,658 1-5-98	2,258,081 6-29-99
DJ*USA	lighting products for producing special effects International Class 11	75/542, 723 8-25-98	2,349,492 5-16-00
NESS	lighting products for producing special effects International Class 11	75/923,264 2-18-00	2,442,488 4-10-01

GEMINIDJ	Listing of Goods &/or Services Clothing in International Class 25 & on-line computer services via a global communication network providing information on electronic sound and lighting equipment & wholesale & retail distribution of electronic sound & lighting equipment in International Class 42	75/858,180 11-26-99	Pending TM Approval
LYTEQUEST	spotlights, pin spotlights, lighted mirror balls, siren lights & lights for dance floors Class 11	74/510,700 4-11-94	1946079/1 1-2-96

NOTICE OF ASSIGNMENT FOR SECURITY (TRADEMARKS)

WHEREAS, GEMINI SOUND PRODUCTS CORP. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Trademark Security Agreement dated as of April 9, 2002 (the "Security Agreement") in favor of Century Business Credit Corporation (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with the good-will of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Notice of Assignment for Security to be duly executed by its officer thereunto duly authorized as of April 9, 2002.

GEMINI SOUND PRODUCTS CORP.

By: Artie Cabasso

Name: ARTIE CABASSO

Title: CEO

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 8th day of April, 2002, before me personally came Artie Capasso, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he/she is the CEO of GEMINI SOUND PRODUCTS CORP., a New York corporation, and that he/she executed the foregoing instrument in the firm name of Gemini Sound Products Corp., and that he/she had authority to sign the same, and he/she acknowledged to me that he/she executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Allyson Kasetta
Notary Public

ALLYSON M. KASSETTA
Notary Public, State of New York
No. 01KA6063872
Qualified in New York County
Commission Expires Sept. 10, 2005

SCHEDULE A TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)

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	<p>sound and lighting equipment & wholesale & retail distribution of electronic sound & lighting equipment in International Class 42</p>		
LYTEQUEST	<p>spotlights, pin spotlights, lighted mirror balls, siren lights & lights for dance floors Class 11</p>	<p>74/510,700 4-11-94</p>	<p>1946079/1 1-2-96</p>

GEN052-191848

RECORDED: 04/10/2002

TRADEMARK
REEL: 002484 FRAME: 0701