Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇨⇨⇨ ▼

6-10-03 RE

06-30-2003

102485840

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

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

1. Name of conveying party(ies):
Canadian Imperial Bank of Commerce

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other Canadian Chartered Bank

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

2. Name and address of receiving party(ies)
Name: Muzak, LLC and Muzak Holdings, LLC
Internal Address:
Street Address: 3318 Lakemont Blvd.
City: Fort Mill State: SC Zip: 29708

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other Limited Liability Companies

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
- [x] Other Release of Security Interest

Execution Date: 5/20/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/468762, 75/605283, 75/895617, 75/668827
B. Trademark Registration No.(s) 0323327, 0393293, 0599782, 0730576, 0973643, 1248832,

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kathy Silberthau Strom
Internal Address: Cahill Gordon & Reindel LLP
Street Address: 1990 K St., N.W., Suite 950
City: Washington State: DC Zip: 20006

6. Total number of applications and registrations involved: 45

7. Total fee (37 CFR 3.41).....$ 1,140.00

- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Kathy Silberthau Strom	Kathy Silberthau Strom	June 10, 2003
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 7

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

06/27/2003 ECOOPER 00000241 75468762

01 FC:8521 40.00 OP
02 FC:8522 1100.00 OP

Continuation of Item 4(b) to Recordation Form Cover Sheet

U.S. Trademark Registration Nos. Continued

1374250
1417717
1418700
1456883
1507899
1553505
1585082
1617101
1618046
1645535
1647726
1650387
1653907
1655811
1662010
1667017
1667864
1667865
1734512
1766564
1801181
1802376
1810508
1811071
1814119
1844796
2215550
2290580
2403095
2432717
1858826
2380584
1848420
1853798
2318795

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made as of May 20, 2003 ("Effective Date") by and between Muzak, LLC, formally known as Audio Communications Network, LLC,, Muzak Holdings, LLC (collectively, "Grantor"), and Canadian Imperial Bank of Commerce ("Grantee").

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement, dated as of March 18, 1999, as amended and modified by and between Grantor and Grantee (the "Trademark Security Agreement"), Grantor pledged, assigned and granted to Grantee a continuing first priority security interest in and lien on and right of set-off against all of its right, title and interest in and to its Trademarks (as defined in the Trademark Security Agreement), including without limitation the trademark registrations and applications set forth on Schedules A and B hereto (collectively, the "Trademarks") together with the goodwill associated therewith;

WHEREAS, Grantor and Grantee entered into the Trademark Security Agreement pursuant to the terms and conditions of that certain that certain Pledge and Security Agreement, dated as of March 18, 1999, as amended and modified by and between Grantor and Grantee (the "Pledge and Security Agreement")

WHEREAS, the Trademark Security Agreement and subsequent filings in respect thereof were recorded with the United States Patent and Trademark Office ("PTO") at Reel 1879 / Frame 0748 on April 2, 1999 and Reel 2523 / Frame 0683 on May 16, 2002 respectively;

AND WHEREAS, Grantor has paid all of its outstanding indebtedness to Grantee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby terminates the Trademark Security Agreement, and hereby terminates, cancels, re-pledges, reassigns and releases any and all security interests it has against the Trademarks.

If and to the extent Grantee has acquired any right, title or interest to any of the Trademarks, it hereby assigns and transfers such rights, title or interest to Grantor.

Grantee shall take all further actions, and provide to Grantor and each of its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), requested by Grantor to more fully and effectively effectuate the purposes of this Release.

IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.

CANADIAN IMPERIAL BANK OF COMMERCE, as Administrative Agent

By: Marybeth Ross

Name: MARYBETH ROSS

Title: AUTHORIZED SIGNATORY

STATE OF NY)
) SS.
COUNTY OF NY)

On this 20th day of May, there appeared before me Marybeth Ross, personally known to me, who acknowledged that ~~he~~ she signed the foregoing Release ~~as his~~ voluntary act and deed on behalf and with full authority of CIBC.

[illegible]
Notary Public, State of New York
No. 01MI5063[illegible]
Qualified in Kings County
Commission Expires October 3, 2006

Sabrie Lutton
Notary Public

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE
MUZAK AND DESIGN	0323327	April 9, 1935
MUZAK	0393293	February 3, 1942
MUZAK AND DESIGN	0599782	December 21, 1954
MUSIC BY MUZAK AND DESIGN	0730576	April 24, 1962
MUZAK	0973643	November 20, 1973
TONES	1248832	August 23, 1983
INPHONET	1374250	December 3, 1985
SOUND BUSINESS SOLUTIONS	1417717	November 18, 1986
STIMULUS PROGRESSION	1418700	November 25, 1986
FOREGROUND MUSIC ONE	1456883	September 8, 1987
ADCASTER	1507899	October 11, 1998
YESCO	1553505	August 29, 1989
MUSIC PLUS	1585082	February 27, 1990
FM-1	1617101	October 9, 1990
MUSIC PLUS	1618046	October 16, 1990
MUZAK AND DESIGN	1645535	May 21, 1991
HITLINE	1647726	June 11, 1991
MARKETING ON HOLD	1650387	July 9, 1991
ADPARTING	1653907	August 13, 1991
IN-STORE ADCASTING	1655811	September 3, 1991
MUZAK AND DESIGN	1662010	October 22, 1991
FM ONE	1667017	December 3, 1991
MUZAK AND DESIGN	1667864	December 10, 1991
MUZAK AND DESIGN	1667865	December 10, 1991
MUSIC ON SIGHT	1734512	November 24, 1992
MUZAK AND DESIGN	1766564	April 20, 1993
JUKEBOX GOLD	1801181	October 26, 1993
COUNTRY CURRENTS	1802376	November 2, 1993
ZTV	1810508	December 14, 1993
SUPERLINK	1811071	December 14, 1993
ENVIRONMENTAL MUSIC BY MUZAK	1814119	December 28, 1993
EXPRESSIONS	1844796	July 12, 1994
MUSICSERVER	2215550	December 29, 1998
MUZAK HEART & SOUL FOUNDATION	2290580 (S.N. 75454479)	November 2, 1999
DRIVE-THRU EXPRESS	2403095 (S.N. 75367897)	November 14, 2000
M MUZAK AND DESIGN	2432717 (S.N. 75608892)	March 6, 2001
HEALTH ON HOLD	1858826 (S.N. 74450403	October 18, 1994
EVERY SECOND COUNTS!	2380584 (S.N. 75605284)	August 29, 2000
ON-HOLD AMERICA	1848420 (S.N. 74441866)	August 2, 1994
PLEASE HOLD PROMOTIONS	1853798 (S.N. 74450402)	September 13, 1994

YOUR CALLERS ARE LISTENING, EVERY SECOND COUNTS!	2318795 (S.N. 75605282)	February 15, 2000
BUSINESS SOUND and design (Mississippi)		May 7, 1992

U.S. TRADEMARK APPLICATIONS

TRADEMARK	SERIAL NUMBER	FILING DATE
AUDIO ARCHITECTURE	75/468762	April 16, 1998
ADVERTISING ON HOLD	75/605283	December 14, 1998
ENVIRONMENTAL	75/895617	January 12, 2000
SOH	75/668827	March 26, 1999

SCHEDULE B

NON-U.S. TRADEMARK REGISTRATIONS

Mark	Country	Reg. No.	App/Reg. Date
TONES	Canada	TMA363665	11/17/1989
MUZAK	Canada	UCA018601	10/28/1943
YESCO	Canada	TMA348744	12/02/1988