To the Honorable Commissioner of Pate.  1. Name of conveying party(ies): THE CHASE MARRATTAN BANK (formerly known as Chearland Break (formerly known as Address: 808 Willahire Blvd, 4th Fl.  (formerly known as Address: 808 Willahire Blvd, 4th Fl.  (formerly know	•	
To the Honorable Commissioner of Pate.  1. Name of conveying party(ies): THE CRISE MANBATTAN BANK (Formerly known as Chemical Bank) TABLE MASSE MANBATTAN BANK (Formerly known as Chemical Bank) TABLE MASSE MANBATTAN BANK (Formerly known as Chemical Bank) TABLE MASSE MANBATTAN BANK (Formerly known as Chemical Bank) TABLE MASSE MANBATTAN BANK (Formerly known as Chemical Bank) TABLE MASSE MANBATTAN BANK (Formerly known as Chemical Bank) TABLE MASSE MANBATTAN BANK (Formerly known as Chemical Bank) TABLE MASSE MASSE MASSE MASSE MASSE MASSE BANK MASSE MASSE MASSE MASSE MASSE BANK MASSE MA	FORM PTO-1594 RE! 06	6-12-1000 U.S. DEPARTMENT OF COMMERCE
In the Honorable Commissioner of Pales  1. Name of conveying party(les):  THE CRASE MARRATTAR BANK (formerly known as Chemical Record (Commissioner of Pales)  1. Name of Commissioner of Pales  1. Name and accument of conveying party(les):  1. Name of Composition State (Commissioner of Pales)  1. Association (Commissioner of Pales)  1. Additional number of Commissioner of Pales  1. Assignment (Commissioner of Pales)  2. Assignment (Commissioner of Pales)  3. Nature of commissioner of Pales (Pales)  3. Nature of commissioner of Pales (Pales)  4. Application number(s) or registration number(s):  4. Application number(s) or registration number(s):  5. Name and addressed party for whom correspondences concerning document should be enabled:  10940 Willshire Blvd., 8th Floor  Street Address:  8. Deposit account number:  20-1500  Chy: Los Angeles (State: CA ZIP: 90024  20 Not Use Thes SPACE  20 Not Use The SPACE  21 Pales (Address: Transport of the Ontol State)  22 Pales (Address: Transport of the Ontol State)  3. Additional number of applications and registration No.(s)  1. Capter (Pales)  1. Address: Transport of the Ontol State (Pales)  2. Additional number of applications and registration No.(s)  1. Capter (Pales)  2. Additional number of applications and registration No.(s)  1. Capter (Pales)  2. Additional number of applications and registration No.(s)  1. Capter (Pales)  2. Transport (Pales)  2. Transport (Pales)  3. Statement and signature.  3. On Not use Thes SPACE  2. And Operar Signing:  2. Transport (Pales)  3. Statement and signature.  3. And the original document.  4. Application of the Operar Signing:  4. Application of the Operar Signing:  4. Application of the Operar Signing:  3. Additional number of applications and registration No.(s)  3. Additional number of appli	T ::::::::::::::::::::::::::::::::::::	Patent and Trademark Office
1. Name of conveying party(ses): THE CRASE MARRATTAN BANK (Formerly known as Chemical Bank) 270 Park Avenue New York, New York 10017   Association   Address: 808 Wilshire Blvd, 4th Fl.	Tab settings ⇒ ⇒ ⇒ ▼	
TRE CLASE MANIATTAN BANK (formerly known as Chemical Real Partnershy known	To the Honorable Commissioner of Pater.	2072640
THE CRASE MANRATTAN BANK (formerly known as Chemical Back) 270 Park Avenue New York, New York 10017  CA    Individual(s)   General Partnership   Corporation Signer   Corporation Signer   Assignment   Merger   Security Agreement   Change of Name-   Cher   Security Agreement   Change of Name-   Cher   Security Agreement   Change of Name-   Cher   Santa Honica   State: CA   Zip- 9044   Assignment to Association   Corporation State   Delaware     Corporation State   Delaware   Corporation State   Delaware     Corporation State   Delaware   Corporation State   Delaware     Corpo	Name of conveying party(ies):	20130464
New York, New York 10017    Capacita Address:   Capacita Address:		
General Partnership	(formerly known as Chemical Bank)	Name: All American Music Group
Individual(s)	270 Park Avenue	2 1 1990 Address 808 Wilshire Rivd. 4th Floor
General Partnership. Corporations State:  Chty: Santa Bonica State: Chty: Cher New York Banking Corporation Additional name(s) of correspondence: Assignment   Merger   Limited Partnership   Limited Partnership   Assignment   Assignment   Security Agreement   Change of Name: Other   Corporation-State   De Laware   Cother   Corporation Matter   November 30, 1977   Application number(s) or registration number(s): A Trademark Application No.(s)  Additional number(s) or registration number(s): A Trademark Application No.(s)  B. Trademark registration No.(s)  1622146 1127465 1916049  Additional numbers stratched?   Yes   No Additional number stratched?   Yes   No  Additional numbers stratched?   Yes   No  Additional numbers stratched?   Yes   No  Internal Address: I party to whom correspondence concerning document should be mailed: Name: Peter M. Eichler, Esq.  Internal Address: Troop, Meisinger, Steuber & Total number of applications and registrations involved:  Street Address:  8. Deposit account number:  20-1500  City: Los Angeles   State: CA ZIP;90024   (Altach duplicate copy of this page if paying by deposit account of the original document:  3. Statement and signature:  7. Total best of my knowledge and belief; the foregoing information is true and correct and any attached copy is a true of of the original document:  3. Deposit account number:  3. Deposit account and any attached copy is a true of of the original document:  4. Deposit account number:  5. Trademark policions in violation is	New York, New York 1001/	The Address. Soo will be a few
General Partnership. Corporations State:  Chty: Santa Bonica State: Chty: Cher New York Banking Corporation Additional name(s) of correspondence: Assignment   Merger   Limited Partnership   Limited Partnership   Assignment   Assignment   Security Agreement   Change of Name: Other   Corporation-State   De Laware   Cother   Corporation Matter   November 30, 1977   Application number(s) or registration number(s): A Trademark Application No.(s)  Additional number(s) or registration number(s): A Trademark Application No.(s)  B. Trademark registration No.(s)  1622146 1127465 1916049  Additional numbers stratched?   Yes   No Additional number stratched?   Yes   No  Additional numbers stratched?   Yes   No  Additional numbers stratched?   Yes   No  Internal Address: I party to whom correspondence concerning document should be mailed: Name: Peter M. Eichler, Esq.  Internal Address: Troop, Meisinger, Steuber & Total number of applications and registrations involved:  Street Address:  8. Deposit account number:  20-1500  City: Los Angeles   State: CA ZIP;90024   (Altach duplicate copy of this page if paying by deposit account of the original document:  3. Statement and signature:  7. Total best of my knowledge and belief; the foregoing information is true and correct and any attached copy is a true of of the original document:  3. Deposit account number:  3. Deposit account and any attached copy is a true of of the original document:  4. Deposit account number:  5. Trademark policions in violation is	The state of the s	64 Address:
Corporation-State:  Corporation-State:  Corporation-State:  Association:  Association:  Association:  Association:  General Partnership:  Corporation-State De Laware  Cher   Association:  General Partnership:  Corporation-State De Laware  (New Pasce of the United States, a domestic representative despates as separate document from Assorment despatos must be a separate document massorment (Additional number(s) or registration number(s):  A. Application number(s) or registration number(s):  A. Trademark Application No.(s)  B. Trademark registration No.(s)  1622146  1127465  1916049  Additional numbers attached?   Yes   Cheo.  S. Name and addresse of party for whomocorrespondence concerning document should be mailed:  Name:   Peter M. Eichler, Esq.  Internal Address:   Troop, Meisinger, Steuber &   Total free (37 CFR 3.41):	☐ Individual(s) ☐ Association	TRAVE
Additional name(s) of conveyance:    Assignment	General Partnership .	nership City: Santa Monica State: CA ZIP: 90401
Additional name(s) of conveying party(ies) attached?   Yes   No	XX Other New York Banking Corporation	D Individual(a) citizanahia
3. Nature of conveyance:    Assignment		
3. Nature of correvyance:    Assignment		——————————————————————————————————————
Assignment   Mergar-   Chory Cother   Change of Name-   Change of Name-   Change of Name-   Change of Name-   Mergar-   It assignee is not domicald in the United States, a domestic representative (designation is attached: 1/28   No (designation is attached: 1/28   No (designation state) as separate document from Assignment)   Additional name(s) & address(es) attached?   Yes   No (designation state) as separate document from Assignment)   Additional name(s) & address(es) attached?   Yes   No   No   No   No   No   No   No   N	3. Nature of conveyance:	U-Umited Partnership
## assignee is not concided in the United States, a domestic representative Cother      Cither	•	Corporation-State <u>Delaware</u>
Cither		
(Designations must be a separate document from Assignment) Additional name(s) & additional na		de la constant de la
Additional name(s) & additiona	_	
A. Trademark Application No.(s)  B. Trademark registration No.(s)  1622146 1127465 1916049  Additional numbers attached?	Execution Date: November 30, 1977	
5. Name and address of party to whom correspondences concerning document should be mailed to national Name: Peter M. Eichler, Esq.  Internal Address: Troop, Meisinger, Steuber & 7. Total fee (37 CFR 3.41):		1127465
Name: Peter M. Eichler, Esq.  Internal Address: Troop, Meisinger, Steuber & 7. Total fee (37 CFR 3.41):	Additional pure	nbers attached?. Q_Yea   ØRNo.:
Internal Address: Troop, Meisinger, Steuber & 7. Total fee (37 CFR 3.41):	concerning document should be mailed:	6Total number of applications and registrations involved:
Pasich  10940 Wilshire Blvd., 8th Floor  Street Address:  8. Deposit account number:  20-1500  City: Los Angeles State: CA ZIP: 90024 (Attach duplicate copy of this page if paying by deposit account number:  DO NOT USE THIS SPACE  1/1996 SSMITH 0000050 1622146  C1461 40.00 0P  3. 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 of the original document:  Jimmye B. Smith  Name of Person Signing:  TRADEMARK Date	Name: Peter M. Eichler, Esq.	
If insufficient, then    Characteristic count	Internal Address: Troop, Meisinger, Steube	7. Total fee (37 CFR 3.41):\$ 90.00
If insufficient, then  Street Address:  8. Deposit account number:  20-1500  City: Los Angeles State: CA ZIP: 90024 (Attach duplicate copy of this page if paying by deposit account number:  DO NOT USE THIS SPACE  1/1998 SSMITH 00000050 1622146  C1461 40.00 0P  50.00 0P	Pasich	Foologed
Street Address:  8. Deposit account number:  20-1500  City: Los Angeles State: CA ZIP: 90024 (Attach duplicate copy of this page if paying by deposit account number:  DO NOT USE THIS SPACE  11/1996 SSMITH 0000050 1622146  C1461 40.00 CP 50.00 CP		
Street Address:  8. Deposit account number:  20-1500  City: Los Angeles State: CA ZIP: 90024 (Attach duplicate copy of this page if paying by deposit account number:  DO NOT USE THIS SPACE  1/1996 SSHITH 00000050 1622146  C1461 40.00 0P  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 confirmation of the original document:  Jimmye B. Smith  Name of Person Signing:  TRADEMARK Date	10940 Wilshire Blvd., 8th Floor	
City: Los Angeles  State: CA ZIP: 90024  (Attach duplicate copy of this page if paying by deposit account number:  DO NOT USE THIS SPACE  1/1998 SSMITH 00000050 1622146  C1481  40.00 0P  50.00 0P  3. 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 of the original document:  Jimmye B. Smith  Name of Person Signing:  TRADEMARK Date	Street Address	
City: Los Angeles State: CA ZIP: 90024 (Attach duplicate copy of this page if paying by deposit acceptable SMITH 0000050 1622146  CIASI 40.00 0P 50.00 0P 99. 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:  Jimmye B. Smith  Name of Person Signing: Signature  TRADEMARK Date	Suleet Address:	8. Deposit account number:
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DO NOT USE THIS SPACE  1/1998 SSMITH 00000050 1622146  1-1481 40.00 0P 1-1482 50.00 0P 1-1482	T 1 21	2/
1/1998 SSMITH 00000050 1622146  10.481 40.00 0P 10.482 50.00 0P 10.482 50.00 0P 10.482 To the best of my knowledge and belief; the foregoing information is true and correct and any attached copy is a true confirmation of the original document:    Jimmye B. Smith   May   1998		
40.00 0P Fig. 481 Fig. 482 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 configurate of the original document.  Jimmye B. Smith Name of Person Signing:  TRADEMARK Date		OT 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 coof the original document:  Jimmye B. Smith  Name of Person Signing:  TRADEMARK Date		
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 of the original document.  Jimmye B. Smith  Name of Person Signing:  TRADEMARK Date	FC:481 40.00 UP	
of the original document:  Jimmye B. Smith  Name of Person Signing:  Signature:  TRADEMARK Date	9. Statement and signature.	
Name of Person Signing:  Name of Person Signing:  Name of Person Signing:  TRADEMARK Date		n information is true and correct and any attached copy is a true copy
Name of Person Signing: Signature: TRADEMARK Date	or the original document:	
Name of Person Signing : Signature: TRADEMARK Date	Jimmye B. Smith	May 1, 1998
		Signature TRADEMARK Date
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#### TERMINATION OF TRADEMARK INTEREST

This TERMINATION OF TRADEMARK INTEREST is executed as of November 30, 1997 by The Chase Manhattan Bank (the "Agent"), with reference to the Amended and Restated Credit, Security, Guaranty and Pledge Agreement dated as of April 13, 1995, as amended and restated as of October 23, 1996 (as amended; the "Credit Agreement") among (among others) All American Communications Inc. (the "Company") as Borrower, the Lenders named therein and The Chase Manhattan Bank as Agent (the "Agent").

Pursuant to the Credit Agreement, the Company and/or its subsidiaries executed and delivered to the Agent Trademark Security Agreements (Registrations) and Trademark Security Agreements (Applications) which were recorded with the United States Patent and Trademark Office and the various other documents listed on Schedule 1 hereto (the "Assignments").

For good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby:

- terminates the Assignments; (a)
- (b) releases the liens and security interests granted to it in and on the property referred to in the Assignments and listed on Schedule 2 hereto (the "Property") and acknowledges, agrees and confirms that it has no right, title or interest in or to (or security interest in) the Property; and
- to the extent the Agent shall be deemed to have any right, title or interest in the Property, retransfers and reassigns to the Company (or the relevant subsidiary) all of such right, title and interest.

This Termination of Trademark Interest shall be governed by the laws of the State of New York and shall relate solely to the Assignments and shall in no way be construed as relating to any other interest in the Property which the Agent may have.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Trademark Interest to be executed by its duly authorized officer as of the date first written above.

> THE CHASE MANHATTAN BANK (formerly known as Chemical Bank)

Name:

DAVID G. STAPLES

Title:

VICE PRESIDENT

STATE OF	M	)
COUNTY OF	Pa	: ss. )

On the 35 day of February, 1998, before me personally came

States to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of The Chase Manhattan Bank, the banking corporation described in and which executed the foregoing instrument.

Notary Public

RAN LOUIE
Notary Public, State of New York
No. 24-5004282
Qualified in Kings County
Certificate Filed in New York County
Certificate Filed in New York County

### Assignments:

1. Trademark Security Agreement dated April 13, 1995 by All American Communications, Inc., The Baywatch Production Company, The Baywatch Nights Production Company, All American Fremantle International, Inc., All American Productions, Inc., All American Television, Inc., All American Television Production, Inc., All American FDF Holdings, Inc., LBS Communications, Inc., The Malibu Branch Production Company, Santa Monica Sound Recorders, Scotti Brothers Entertainment Industries, Inc., Scotti Brothers Records, Inc., and Talbot Television Limited (severally and collectively as "Pledgor").

Date Recorded: April 19, 1995

Reel/Frame: 1336/368

2. Trademark Security Agreement dated October 23, 1996 by All American Communications, Inc..

Date Recorded: December 11, 1996

Reel/Frame: 1536/0893

3. Trademark Security Agreement dated October 23, 1996 by All American Communications, Inc..

Date Recorded: December 11, 1996

Reel/Frame: 1536/0918

4. Trademark Security Agreement dated October 23, 1996 by All American Communications, Inc..

Date Recorded: December 11, 1996

Reel/Frame: 1536/0927

### REGISTERED TRADEMARKS

## United States Trademark Registrations

<u>Mark</u>	Registration Number	RegistrationDate
Rock 'N' Roll Record and Design	ds 1,622,146	November 13, 1990
Scotti Bros.	1,480,538	March 15, 1988
BAYWATCH	1,696,583	June 23, 1992
BAYWATCH (and design)	1,737,788	December 1, 1992
(tower design only)	1,735,811	November 24, 1992

[continued on next page]

## FILED TRADEMARKS

## United States Trademark Filings

<u>Mark</u>	Filing Number	Filing Date
BAYWATCH LIFEGUARD (and design)	74/198939	August 28, 1991
BAYWATCH (and design)	74/233261	December 23, 1991
BAYWATCH (and design)	74/229686	December 12, 1991
BAYWATCH	74/573428	September 14, 1994
BAYWATCH (and design)	74/573429	September 14, 1994
(tower design		
only)	74/573810	September 15, 1994
BAYWATCH	74/573426	September 14, 1994
BAYWATCH (and design)	74/573427	September 14, 1994
BAYWATCH (writstwatches only)	74/604688	December 16, 1994

# TRADEMARK FILINGS BAYWATCH PRODUCTION COMPANY

Mark	Class	Application Number	Application Date
1-800-Baywatch	41	74/685958	6/8/95
Baywatch	03	74/619387	1/4/95
	05	74/619389	1/4/95
	09	74/573428	9/14/94
	12	74/619390	1/4/95
	14	74/619395	1/4/95
•	18	74/619393	1/4/95
	20	74/619392	1/4/95
•	21	74/619391	1/4/95
	24	74/619388	1/4/95
	25	74/626758	1/30/95
	28	74/573426	9/14/94
	29	74/619397	1/4/95
	30	74/619396	1/4/95
	32	74/619398	1/4/95
	42	74/619888	1/9/95
	42	75/031607	12/12/95
Baywatchers	42	74/619889	1/9/95

S2-3

Mark	Class	Application Number	Application Date
Tower Logo	03		5/21/96
	09	74/573810	9/15/94

S2-4

# TRADEMARK APPLICATION

Mark	Class	Application number	Application Date
"A" Logo	09	74/631102	2/7/95

# TRADEMARKS REGISTRATIONS

Mark	Owners	Class	Reg. Number	Reg. Date
Baywatch .	Baywatch Production Company	14	1913228	8/22/95
	· ·	41	1696583	6/23/92
Baywatch & Design	Baywatch Production Company	16	1943067	12/19/95
	• •	25	1924665	10/03/95
		41	1737788	12/01/92
Baywatch Lifeguard & Design	Baywatch Production Company	25	1964352	3/26/96
Tower Logo	Baywatch Production Company	41	1735811	11/24/92
Rock 'N Roll Records	All American Music Group	09	1622146	11/13/90
Scotti Bros.	All American Music Group	09	1127465	12/11/79
Streetlife	All American Music Group	09	1916049	9/05/95

### **CERTIFICATE OF MAILING BY EXPRESS MAIL**

I, JIMMYE B. SMITH, do hereby certify, that the foregoing document, i.e., TRADEMARK ASSIGNMENT, is being deposited as Express Mail with the United States Postal Service, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Box Assignments - FEE, Arlington, Virginia 22202-3513, Express Mail Receipt No. EE358006504US, on this Assignments - FEE, Arlington, Virginia 22202-3513, Express Mail

JIMMYE B. SMITH

TRADEMARK 05209815:58 REEL: 1739 FRAME: 0374

Trademark: ROCK N ROLL RECORDS

Registration No. 1,622,146

**POWER OF ATTORNEY** 

Applicant hereby appoints PETER M. EICHLER, ESQ., C. DENNIS LOOMIS, ESQ.,

PAUL R. KATZ, ESQ., TODD B. SEROTA, ESQ., and BRIAN KASELL, ESQ., of TROOP

MEISINGER STEUBER & PASICH, LLP,, its attorneys, with offices at 10940 Wilshire

Boulevard, 8th Floor, Los Angeles, California 90024-3902 (telephone 310/824-7000), to

prosecute this application to record assignment of security interes, with full power of substitution

and revocation, to transact all business in the United States Patent and Trademark Office connected

therewith and to receive the Proof of Recordation.

ALL AMERICAN MUSIC GROUP

Executive Vice President and General Counsel

Dated: 5-19-98

Trademark: SCOTTI BROS. Registration No. 1,127,465

### **POWER OF ATTORNEY**

Applicant hereby appoints PETER M. EICHLER, ESQ., C. DENNIS LOOMIS, ESQ., PAUL R. KATZ, ESQ., TODD B. SEROTA, ESQ., and BRIAN KASELL, ESQ., of TROOP MEISINGER STEUBER & PASICH, LLP,, its attorneys, with offices at 10940 Wilshire Boulevard, 8th Floor, Los Angeles, California 90024-3902 (telephone 310/824-7000), to prosecute this application to record assignment of security interes, with full power of substitution and revocation, to transact all business in the United States Patent and Trademark Office connected therewith and to receive the Proof of Recordation.

ALL AMERICAN MUSIC GROUP

y. \_//*///*/

Executive Vice President and General Counsel

Dated: 5-15-98

REEL: 1739 FRAME: 0376

Trademark: STREETLIFE Registration No. 1,016,049

### **POWER OF ATTORNEY**

Applicant hereby appoints PETER M. EICHLER, ESQ., C. DENNIS LOOMIS, ESQ., PAUL R. KATZ, ESQ., TODD B. SEROTA, ESQ., and BRIAN KASELL, ESQ., of TROOP MEISINGER STEUBER & PASICH, LLP,, its attorneys, with offices at 10940 Wilshire Boulevard, 8th Floor, Los Angeles, California 90024-3902 (telephone 310/824-7000), to prosecute this application to record assignment of security interes, with full power of substitution and revocation, to transact all business in the United States Patent and Trademark Office connected therewith and to receive the Proof of Recordation.

ALL AMERICAN MUSIC GROUP

By:

Paul A. Pavlis

Executive Vice President and General Counsel

Dated: 5-19-98

F:\DATA\JBS\\ARECORD\0002\\ASGTPAMS.WPD TROOP MEISINGER STEUBER & PASICH, LLP RECORDED: 05/21/1998