

10-08-1999

R SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark

10-1-92

10-1-99



ONLY

Tab settings

101165619

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

1. Name of conveying party(ies):

Citicorp USA, Inc.

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

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

2. Name and address of receiving party(ies):

Name: First Union National Bank, as Administrative Agent

Internal Address:

Street Address: 301 College St.

City: Charlotte State: NC ZIP: 28288

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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 Assignment of security interest

Execution Date: Aug. 13, 1997

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

A. Trademark Registrations: 1351650, 1961393, 1800105

B. Trademark No.(s): 75267787, 75267788, 75267786, 75267799, 75041812

Additional numbers attached? Yes No

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

Name: Anne H. Lewallen

Internal Address: Cravath, Swaine & Moore

Worldwide Plaza

Street Address: 825 Eighth Avenue

City: State: ZIP:

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10/08/1999 JSHABAZZ 00000042 1351650

01 FC:481 40.00 OP, 02 FC:482 175.00 OP

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.

Anne H. Lewallen

Anne H. Lewallen TRADEMARK

REEL: 001971 FRAME: 0893

## ASSIGNMENT

THIS ASSIGNMENT (the "*Assignment*"), dated as of August 13, 1997, is made and entered into by CITICORP USA, INC. (as successor to Salomon Brothers Inc) (the "*Assignor*"), in its capacity as Administrative Agent under the Security Agreement dated as of June 13, 1997, among Vibe/Spin Ventures, LLC, Spin Ventures, LLC, Vibe Ventures, LLC, and the Assignor (the "*Security Agreement*"), in favor of FIRST UNION NATIONAL BANK, a Delaware corporation (the "*Assignee*"), in its capacity as successor Administrative Agent under the Security Agreement. Capitalized terms used herein and not defined herein shall have the meanings assigned to such terms in the Security Agreement.

### RECITALS

A. Assignor and Assignee are parties to the Assignment and Acceptance and Resignation of Administrative Agent dated as of August 13, 1997 (the "*Assignment and Resignation*").

B. The Assignment and Resignation provides, among other things, for (i) the Assignor to resign as Administrative Agent under the Security Agreement, (ii) the Assignee to succeed the Assignor as Administrative Agent under the Security Agreement and (iii) the Assignee to become vested with all rights, powers, privileges and duties of the Assignor under the Security Agreement.

C. Assignor is the grantee under the Security Agreement dated as of June 13, 1997, among Vibe/Spin Ventures, LLC, Spin Ventures, LLC, Vibe Ventures, LLC, and the Assignor, for the benefit of the Secured Parties of a security interest in each of the trademarks listed on Schedule I hereto, recorded in the U.S. Patent and Trademark Office on November 20, 1997 at Reel 1658, Frame 0064 and in each of the trademarks listed on Schedule II hereto, recorded in the U.S. Patent and Trademark Office on July 15, 1997 at Reel 1610, Frame 0059.

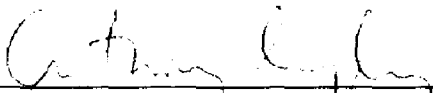
D. Assignor makes and enters into this Assignment for the purpose of confirming and providing record notice of the Assignment and Resignation and to assign to Assignee, with respect to each of the trademarks listed on Schedule I and Schedule II, all of Assignor's right, title and interest under the Security Agreement.

NOW, THEREFORE, pursuant to and in consideration of the Assignment and Resignation, record notice of which is hereby given, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, with respect to the trademarks listed on Schedule I and Schedule II, for the benefit of the Secured Parties, all of Assignor's right, title and interest in, to and

under the Security Agreement. Such assignment shall be effective as of the day and year first above written.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed by their respective authorized officers as of September \_\_, 1999.

CITICORP USA, INC. (as successor to Salomon Brothers Inc),

By:   
Name: Anthony J. Lynch  
Title: Vice President

FIRST UNION NATIONAL BANK,

By: \_\_\_\_\_  
Name:  
Title:

STATE OF New York )  
COUNTY OF Nassau )

ss.

On September 23 1999, before me, Kamla D. Haniff, a Notary Public in and for the State of New York, personally appeared Anthony Murphy personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Kamla D. Haniff

(Seal)

**KAMLA D. HANIFF**  
Notary Public, State of New York  
No. 01HA6023523  
Qualified in Nassau County  
Commission Expires April 26, 2001

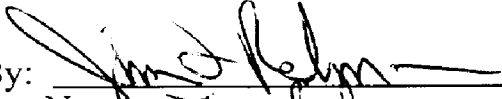
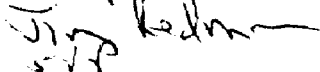

under the Security Agreement. Such assignment shall be effective as of the day and year first above written.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed by their respective authorized officers as of September \_\_, 1999.

CITICORP USA, INC. (as successor to Salomon Brothers Inc),

By: \_\_\_\_\_  
Name:  
Title:

FIRST UNION NATIONAL BANK,

By:  \_\_\_\_\_  
Name:   
Title: 

STATE OF North Carolina )  
 )  
COUNTY OF Wake )

SS.

On September 29, 1999, before me, Sabrina A. Pagan, a Notary Public in and for the State of North Carolina, personally appeared Jim Redman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Sabrina A. Pagan

(Seal)

Schedule I

Trademarks

<u>Trademark</u>	<u>Registration Number</u>	<u>Application Number</u>
1. VIBE		75267787
2. VIBE		75267788
3. VIBE URBAN ENTERTAINMENT SUPERSTORE		75267786
4. VIBE		75267799
5. SPIN		75041812
6. SPIN	1351650	73519332
7. SPIN	1961393	74522895

Schedule II

Trademarks

<u>Trademark</u>	<u>Registration Number</u>	<u>Application Number</u>
1. VIBE	1800105	74301822