

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
THP Capstar Acquisition Corp.		06/03/2005	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

Name:	Silver Point Finance, LLC
Street Address:	600 Steamboat Road
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Registration Number:	1736237	DMX
Serial Number:	78365366	DMX MUSIC
Serial Number:	78365367	DMX MUSIC
Serial Number:	78365368	DMX MUSIC
Serial Number:	78365370	DMX MUSIC
Registration Number:	2568018	DMX MUSIC
Registration Number:	2565797	DMX MUSIC
Registration Number:	2086618	DMX INC.
Registration Number:	2483898	MALLNET
Registration Number:	2420736	MALLNET
Registration Number:	2908880	MUSIC TOO
Registration Number:	2445947	MUSIC TOO
Registration Number:	2353182	AEI
Registration Number:	2511362	AEI

CH \$690.00 1736237

Registration Number:	2353183	AEI
Registration Number:	2484141	AEI
Registration Number:	1586576	AEI MUSIC
Registration Number:	1617971	AEI MUSIC
Registration Number:	1166317	NOVATONE
Registration Number:	2080621	PRODISC
Registration Number:	2302337	PRODISC
Serial Number:	75891493	PROFUSION
Registration Number:	2851117	PROFUSION
Registration Number:	2847702	PROFUSION
Registration Number:	1358971	PROPAC 4
Registration Number:	2525660	DMX AXIS
Registration Number:	1901499	DMX DJ

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2127562388  
Email: daniel.angel@srz.com  
Correspondent Name: Daniel Angel, Esq.  
Address Line 1: 919 Third Avenue  
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq. (051511/0036)
Signature:	/sas for da/
Date:	06/24/2005

Total Attachments: 19  
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## ASSIGNMENT FOR SECURITY

### TRADEMARKS

WHEREAS, THP Capstar Acquisition Corp. (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Exhibit 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 Security Agreement, dated as of June 3, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Silver Point Finance, LLC, a Delaware limited liability company, as agent for itself and the lenders referred to therein (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of itself and the lenders referred to therein, a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations 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, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of itself and the lenders referred to in the Security Agreement, a continuing 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 Assignment to be duly executed by its officer thereunto duly authorized as of June 3, 2005.

THP CAPSTAR ACQUISITION CORP.

By: \_\_\_\_\_

Name: *John D. Cullen*  
Title: *President*

EXHIBIT A

TRADEMARKS

[Attached]

571349v1 5/25/2005

**TRADEMARK**

**REEL: 003110 FRAME: 0299**

# Index by Trademark DMX Music, Inc.

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
DJ	Canada	000	731,160	TMA470,634	Registered	DMX Music, Inc.
DMX	Argentina	041	1,847,795	1,625,379	Registered	International Cablecasting Technologies
	Australia	009	784475	784475	Registered	DMX, LLC
		038				
	Barbados	038	81/8451	81/8451	Registered	International Cablecasting Technologies
	Barbados	009	81/8450	81/8450	Registered	International Cablecasting Technologies
	Bolivia	009	12911	58193-C	Registered	International Cablecasting Technologies
	Bolivia	041	12914	58195-C	Registered	International Cablecasting Technologies
	Canada	000	693,506	TMA444,239	Registered	DMX Music, Inc.
	Chile	038	267051	437351	Registered	DMX Music, Inc.
	Chile	009	267052	448591	Registered	DMX, LLC
	China P.R.	038	94024622	803947	Registered	International Cablecasting Technologies
	Community Trademark	009	179093	179093	Registered	DMX Inc.
		038				
		041				
	Costa Rica	038	101133	101133	Registered	International Cablecasting Technologies
	Costa Rica	009	89299	89299	Registered	International Cablecasting Technologies
	Dominican Republic	066	82249	82249	Registered	DMX Inc.
	Dominican Republic	067	82248	82248	Registered	DMX Inc.
	Dominican Republic	070	89728	89728	Registered	DMX Inc.
	Ecuador	038	42720	DNP1086594MICIP	Registered	International Cablecasting Technologies

TRADEMARK

REEL: 003110 FRAME: 0300

*Trademark*

*Country*

*Class*

*App. No.*

*Reg. No.*

*Status*

*Current Owner*

DMX

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
	Ecuador	009	42719	DNP1415394MICIP	Registered	International Cablecasting Technologies
	El Salvador	038	130794	40/92/8182	Registered	DMX Inc.
	El Salvador	009	45/95/9192	50/149/102103	Registered	DMX Inc.
	Estonia	038 041	9310914	28246	Registered	DMX Inc.
	France	009 041	92418567	92418567	Registered	DMX Music, Inc.
	Germany	038	J29955/38Wz	2913722	Registered	DMX Music, Inc.
	Guatemala	038	94-0368	82501	Registered	DMX Inc.
	Guatemala	035			Pending	DMX Inc.
	Guatemala	041	94-0369	89182	Registered	DMX Inc.
	Guatemala	009	94-0356	86531	Registered	International Cablecasting Technologies
	Israel	041	88145	88145	Registered	DMX Music, Inc.
	Italy	009 041	RM2002C003077	637606	Registered	DMX Music, Inc.
	Japan	038	04-281462	3096956	Registered	International Cablecasting Technologies
	Japan	041	04-281463	3176268	Registered	International Cablecasting Technologies
	Latvia	009 038	M-94-337	M34842	Registered	DMX Music, Inc.
	Lithuania	009 038	ZP-14493	24941	Registered	DMX Inc.
	Mexico	009	129276	411948	Registered	DMX, LLC
	Mexico	041	129277	413690	Registered	DMX, LLC



DMX

Trademark

Country

Class

App. No.

Reg. No.

Status

Current Owner

DMX	Country	Class	App. No.	Reg. No.	Status	Current Owner
	Morocco	009 038	52689	52689	Registered	International Cablecasting Technologies
	New Zealand	009	258472	258472	Registered	DMX Music, Inc.
	New Zealand	041	258473	258473	Registered	DMX Music, Inc.
	Norway	009 041	920852	156759	Registered	International Cablecasting Technologies
	Panama	009	071314	71314	Registered	International Cablecasting Technologies
	Panama	041	071316	71316	Registered	International Cablecasting Technologies
	Paraguay	038	20561	169567	Registered	International Cablecasting Technologies
	Paraguay	009	20562	169566	Registered	International Cablecasting Technologies
	Portugal	009	280447	280447	Registered	DMX Music, Inc.
	Portugal	041	280448	280448	Registered	DMX Music, Inc.
	Puerto Rico	009	N/A	34696	Registered	DMX Music, Inc.
	Puerto Rico	038	N/A	34694	Registered	DMX Music, Inc.
	Romania	009	31118	24146	Registered	DMX Music, Inc.
	South Africa	038	93/8835	93/8835	Registered	DMX Music, Inc.
	South Africa	009	93/8834	93/8834	Registered	DMX Music, Inc.
	South Africa	041	93/8836	93/8836	Registered	DMX Music, Inc.
	South Korea	009	93-043855	321834	Registered	International Cablecasting Technologies
	South Korea	038	93-007496	28316	Registered	International Cablecasting Technologies

Trademark Country Class App. No. Reg. No. Status Current Owner

DMX

Spain	041	1684574	1684574	Registered	DMX Music, Inc.
Spain	038	1797203	1797203	Registered	DMX Music, Inc.
Spain	009	1684573	1684573	Registered	DMX Music, Inc.
Tangier	009	9417	9417	Registered	International Cablecasting Technologies
	038				
Turkey	009	1998	158442	Registered	International Cablecasting Technologies
United States	009	74/222,055	1,736,237	Registered	DMX Music, Inc.
	041				
Venezuela	038	19792	S-002002	Registered	International Cablecasting Technologies
Venezuela	009	19791	P-180543	Registered	International Cablecasting Technologies

DMX and DMX TRIANGLE MAN DESIGN

New Zealand	041	214889	214889	Registered	International Cablecasting Technologies
New Zealand	009	214888	214888	Registered	International Cablecasting Technologies

DMX AXIS

United States	041	75/684,707	2,525,660	Registered	DMX Music, Inc.
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DMX DIGITAL MUSIC EXPRESS

Bermuda	038	0030627	30627	Registered	DMX, LLC
Jamaica	016	16/2818	B38338	Registered	DMX, LLC

DMX DJ

Canada	000	731,165	TMA470,340	Registered	DMX Music, Inc.
United States	009	74/424,870	1,901,499	Registered	DMX Music, Inc.

TRADEMARK

REEL: 003110 FRAME: 0303

Trademark Country Class App. No. Reg. No. Status Current Owner

*DMX FOR BUSINESS*

Guatemala 035 96-9906 110503 Registered DMX, LLC  
 Guatemala Pending DMX, LLC

*DMX MUSIC*

Community Trademark 009 Pending DMX Music, Inc.  
 035  
 038  
 041  
 United States 009 Pending DMX Music, Inc.  
 United States 035 Pending DMX Music, Inc.  
 United States 038 Pending DMX Music, Inc.  
 United States 041 Pending DMX Music, Inc.

*DMX MUSIC & Design*

Argentina 038 2,288,060 1,850,012 Registered DMX Music, Inc.  
 Brazil 038 Pending DMX Music, Inc.  
 Canada 000 1,061,214 TMA568,420 Registered DMX Music, Inc.  
 Chile 038 Pending DMX Music, Inc.  
 Israel 038 140582 140582 Registered DMX Music, Inc.  
 Mexico 038 437053 671231 Registered DMX Music, Inc.  
 South Africa 038 2000/10710 2000/10710 Registered DMX Music, Inc.  
 United States 038 75/829,791 2,568,018 Registered DMX Music, Inc.  
 041

**Trademark**

**Country**

**Class**

**App. No.**

**Reg. No.**

**Status**

**Current Owner**

*DMX MUSIC & Design (Black & Red)*

Country	Class	App. No.	Reg. No.	Status	Current Owner
United States	038	75/829,792	2,565,797	Registered	DMX Music, Inc.
	041				
<i>DMX TRIANGLE MAN Design</i>					
Australia	038	567018	567018	Registered	DMX, LLC
Australia	009	567017	567017	Registered	DMX, LLC
Barbados	038	81/8449	81/8449	Registered	International Cablecasting Technologies
Barbados	009	81/8448	81/8448	Registered	International Cablecasting Technologies
Bolivia	009	12915	58192-C	Registered	International Cablecasting Technologies
Bolivia	041	12913	58196-C	Registered	International Cablecasting Technologies
Canada	000	693,498	TMA444,238	Registered	DMX Inc.
China P.R.	038	94024621	803948	Registered	International Cablecasting Technologies
China P.R.	009	94024623	822507	Registered	International Cablecasting Technologies
Community Trademark	009	180588	180588	Registered	DMX Inc.
	038				
	041				
Costa Rica	009	101514	101514	Registered	International Cablecasting Technologies
Costa Rica	038	93567	93567	Registered	International Cablecasting Technologies
Dominican Republic	067	82250	82250	Registered	DMX Inc.
Dominican Republic	066	82252	82252	Registered	DMX Inc.
Dominican Republic	070	82251	82251	Registered	DMX Inc.
El Salvador	009	1310/94	176/93/3534	Registered	International Cablecasting Technologies

Trademark Country Class App. No. Reg. No. Status Current Owner

DMX TRIANGLE MAN Design

El Salvador	038	1311194	38/93/77178	Registered	International Cablecasting Technologies
Estonia	009	9310915	18993	Registered	DMX Inc.
	038				
	041				
Great Britain	041	1492215	1492215	Registered	DMX Inc.
Great Britain	009	1492214	1492214	Registered	DMX Inc.
Guatemala	009	94-0376	86528	Registered	International Cablecasting Technologies
Guatemala	041	94-0375	86529	Registered	International Cablecasting Technologies
Guatemala	038	94-0377	76733	Registered	DMX Inc.
Japan	041	04-281466	3176269	Registered	International Cablecasting Technologies
Japan	009	04-281464	3084153	Registered	International Cablecasting Technologies
Japan	038	04-281465	3185542	Registered	International Cablecasting Technologies
Mexico	041	230843	517055	Registered	DMX Inc.
Mexico	009	230842	518503	Registered	DMX Inc.
Morocco	009	52942	52942	Registered	International Cablecasting Technologies
	038				
New Zealand	009	214891	214891	Registered	DMX Inc.
New Zealand	041	214892	214892	Registered	DMX Inc.
Panama	041	071313	71313	Registered	International Cablecasting Technologies
Panama	009	071312	71312	Registered	International Cablecasting Technologies
South Korea	009	98-043854	321833	Registered	International Cablecasting Technologies

Trademark

Country

Class

App. No.

Reg. No.

Status

Current Owner

*DMX TRIANGLE MAN Design*

Spain	009	1684575	1684575	Registered	DMX Music, Inc.
Spain	041	1684576	1684576	Registered	DMX Music, Inc.
Switzerland	009	395.825	395.825	Registered	International Cablecasting Technologies
Tangier	009	9590	9590	Registered	International Cablecasting Technologies
	038				
Trinidad	009	22164	22164	Registered	International Cablecasting Technologies
Venezuela	009	19794	P-180544	Registered	International Cablecasting Technologies
Venezuela	038	19795	S-002003	Registered	International Cablecasting Technologies

*DMX WORLD LOGO*

Benelux	009	853109	579498	Registered	DMX Inc.
	038				
Great Britain	009	2018276	2018276	Registered	DMX, LLC
	038				
Guatemala				Pending	International Cablecasting Technologies

United States	035				
United States	038	75/976,097	2,086,618	Registered	DMX Music, Inc.
United States	036	75/599,716	2,483,898	Registered	DMX Music, Inc.
	038				

*MALLNET*

United States	038	75/722,564	2,420,736	Registered	DMX Music, Inc.
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*MALLNET & Design*

United States	038				
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TRADEMARK

REEL: 003110 FRAME: 0307

Trademark Country Class App. No. Reg. No. Status Current Owner

MUSIC TOO

United States 009 75/682,336 2,908,880 Registered DMX Music, Inc.  
041

MUSIC TOO (Stylized)

United States 038 75/641,543 2,445,947 Registered DMX Music, Inc.  
041

PROFUSION

Brazil 038 Pending DMX Music, Inc.  
Brazil 041 Pending DMX Music, Inc.  
Brazil 009 Pending DMX Music, Inc.  
Brazil 035 Pending DMX Music, Inc.

REDITUNE

Austria 009 AM 661/2004 219 752 Registered DMX Music, Inc.  
035  
038  
041

TRADEMARK

REEL: 003110 FRAME: 0308

# Index by Trademark AEI Music Network Inc.

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
AEI	Argentina	041	2193568	1,943,447	Registered	AEI Music Network Inc.
	Argentina	038	2193567	1,943,439	Registered	AEI Music Network Inc.
	Chile	041	449,566	553,040	Registered	AEI Music Network Inc.
	Chile	038	449,565	553,041	Registered	AEI Music Network Inc.
	Chile	009	449,564	553,042	Registered	AEI Music Network Inc.
	Colombia	038	98076199	245506	Registered	AEI Music Network Inc.
	Colombia	041	98076198	245507	Registered	AEI Music Network Inc.
	Colombia	009	98076200	246672	Registered	AEI Music Network Inc.
	Community Trademark	009	203869	203869	Registered	AEI Music Network Inc.
		037				
		038				
		039				
		041				
		042				
	Japan	009	H10-032425	4346954	Registered	AEI Music Network Inc.
		038				
	Peru	038	98891	21706	Registered	AEI Music Network Inc.
	Peru	041	98892	21744	Registered	AEI Music Network Inc.
	Puerto Rico	009	49,354	49,354	Registered	AEI Music Network Inc.
	Puerto Rico	038	49,355	49,355	Registered	AEI Music Network Inc.
	Puerto Rico	041	48,485	48,485	Registered	AEI Music Network Inc.

TRADEMARK

REEL: 003110 FRAME: 0309



Trademark Country Class App. No. Reg. No. Status Current Owner

AEI

United States	035	75/502,008	2,353,182	Registered	AEI Music Network Inc.
	037				
	040				
	042				
United States	035	75/502,000	2,511,362	Registered	AEI Music Network Inc.
	038				
	041				
United States	038	75/502,428	2,353,183	Registered	AEI Music Network Inc.
United States	009	75/502,289	2,484,141	Registered	AEI Music Network Inc.
Uruguay	009	319,152	319,152	Registered	AEI Music Network Inc.
	038				
	041				
Venezuela	009	182/2000	P-232,864	Registered	AEI Music Network Inc.
Venezuela	041	181/2000	S-17,079	Registered	AEI Music Network Inc.
Venezuela	038	180/2000	S-17,078	Registered	AEI Music Network Inc.

AEI & Design

Canada	000	535,867	TMA313,486	Registered	AEI Music Network Inc.
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AEI MUSIC

Argentina	009	2193569	1,779,617	Registered	AEI Music Network Inc.
Japan	041			Pending	AEI Music Network Inc.

Trademark Country Class App. No. Reg. No. Status Current Owner

AEI MUSIC & Design

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
	Australia	041	628009	628009	Registered	AEI Music Network Inc.
	Canada	000	662,878	TMA396,989	Registered	AEI Music Network Inc.
	Community Trademark	009	203935	203935	Registered	AEI Music Network Inc.
		037				
		038				
		039				
		041				
		042				
	Denmark	009	VA 02,899 1994	VR 03,257 1997	Registered	AEI Music Network Inc.
		041				
	Great Britain	041	1569444	1569444	Registered	AEI Music Network Inc.
	New Zealand	009	236229	236229	Registered	AEI Music Network Inc.
	New Zealand	041	236230	236230	Registered	AEI Music Network Inc.
	Norway	009	94,2361	180,471	Registered	AEI Music Network Inc.
		041				
	Sweden	009	94-4285	301 776	Registered	AEI Music Network Inc.
		041				
	United States	009	731786,080	1,586,576	Registered	AEI Music Network Inc.
		038				
	United States	037	741016,144	1,617,971	Registered	AEI Music Network Inc.
		042				

Trademark

Country

Class

App. No.

Reg. No.

Status

Current Owner

*AEI REDIFFUSION MUSIC*

Community Trademark

009

203919

203919

Registered

AEI Music Network Inc.

037

038

039

041

042

Denmark

VA 03.106 1994

VR 03.258 1997

Registered

AEI Music Network Inc.

041

Great Britain

1570191 and 1570192

1570192

Registered

AEI Music Network Inc.

041

Norway

94.2503

180.331

Registered

AEI Music Network Inc.

041

Sweden

94-4602

330551

Registered

AEI Music Network Inc.

*AEI REDITUNE MUSIC*

Community Trademark

009

AM 2034/94

Registered

AEI Music Network Inc.

041

Community Trademark

009

203901

203901

Registered

AEI Music Network Inc.

036

037

038

039

041

042

TRADEMARK

REEL: 003110 FRAME: 0312

Trademark Country Class App. No. Reg. No. Status Current Owner

*AEI REDITUNE MUSIC & Design*

Germany	009	56233,9Wz	2096549	Registered	Reditune Music GmbH Co.
Austria	038 041	AM 3004/95	162,867	Registered	AEI Music Network Inc.
Benelux	038 042	849 305	574 089	Registered	AEI Music Network Inc.
Denmark	038 041	4053/95	4926/95	Registered	AEI Music Network Inc.
Germany	038 041	39522536.1	39522536.1	Registered	AEI Music Network Inc.
Norway	038 041	95 3302	173662	Registered	AEI Music Network Inc.
Spain	041	1,991,620	1,991,620	Registered	AEI Music Network Inc.
Spain	038	1,987,775	1,987,775	Registered	AEI Music Network Inc.

*NOVATONE*

Canada	000	535,868	TMA311,603	Registered	AEI Music Network Inc.
United States	009	260,049	1,166,317	Registered	AEI Music Network, Inc.

*PRODISC*

United States	009	74/692,582	2,080,621	Registered	AEI Music Network Inc.
United States	009	74/692,742	2,302,337	Registered	AEI Music Network Inc.

Trademark Country Class App. No. Reg. No. Status Current Owner

PROFUSION

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
	Australia	009	869648	869648	Registered	AEI Music Network Inc.
		035				
		038				
		041				
	Canada	000			Pending	AEI Music Network Inc.
	Community Trademark	009	1752997	1752997	Registered	AEI Music Network Inc.
		035				
		038				
		041				
	Japan	009	2002-023384	4747663	Registered	DMX Music, Inc.
	Japan	035			Pending	AEI Music Network Inc.
		038				
		041				
	New Zealand	009	631261	631261	Registered	AEI Music Network Inc.
	New Zealand	038	631263	631263	Registered	AEI Music Network Inc.
	New Zealand	041	631264	631264	Registered	AEI Music Network Inc.
	New Zealand	035	631262	631262	Registered	AEI Music Network Inc.
	United States	009			Pending	AEI Music Network Inc.
	United States	038	75/889,883	2,851,117	Registered	AEI Music Network Inc.
	United States	041	75/889,884	2,847,702	Registered	AEI Music Network Inc.

Trademark	Country	Class	App. No.	Reg. No.	Status	Current Owner
PROPAC 4	Australia	009	A594545	A594545	Registered	AEI Music Network Inc.
	Great Britain	009	1524938	1524938	Registered	AEI Music Network Inc.
	New Zealand	009	224410	224410	Registered	AEI Music Network Inc.
	United States	009	500,111	1,355,971	Registered	AEI Music Network Inc.
SOUND.COM	Australia	009	768471	768471	Registered	AEI Music Network Inc.
		038				
		041				