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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

03-23-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



100992412

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
3 16 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Blockbuster, Inc.

3 16 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Wherehouse Entertainment, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 19701 Hamilton Avenue

Address (line 2) _____

Address (line 3) Torrance
City

California
State/Country

90502-1334
Zip Code

- Individual General Partnership Limited Partnership Association

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

03/22/1999 DNGUYEN 00000347 1759018

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1871 FRAME: 0726

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (619) 232-7002

Name Marnie Wright Barnhorst

Address (line 1) The Trademark Group

Address (line 2) 501 W. Broadway, Suite 770

Address (line 3) San Diego, CA 92101

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

1

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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|----------------------|----------------------|----------------------|
| <u>1,759,018</u> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

500-405

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Marnie Wright Barnhorst MWB

3-16-99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF FEDERAL TRADEMARK REGISTRATION

WHEREAS, Blockbuster Inc. ("Assignor"), a Delaware corporation, having a place of business at 1201 Elm Street, Dallas, Texas, 75270-2102, is the owner of the trademark **SOUNDCHECK** and Design registered in the United States Patent and Trademark Office on March 16, 1993 and assigned Registration No: 1,759,018;

WHEREAS, Wherehouse Entertainment, Inc. ("Assignee"), a Delaware corporation, having a place of business at 19701 Hamilton Avenue, Torrance, CA 90502-1334, is desirous of acquiring said registered trademark;

NOW, THEREFOR, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademark together with the goodwill of the business symbolized by said trademark and registration thereof.

Signed at Dallas, Tx, this 16 day of March, 1999.

Blockbuster Inc.

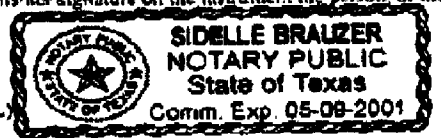
Edward B Stead
(Signature)
Edward B. Stead
(Print or type name and position - must be an officer)
Executive Vice President

STATE OF TEXAS
COUNTY OF Dallas

On 3/4, 1999, before me, the undersigned Notary Public, personally appeared Edward B Stead

personally knows 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/she executed the same in his/her capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Sidelle Braizer