

06-07-1999



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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

Name Blockbuster, Inc.

Execution Date
Month Day Year
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 Wherhouse Entertainment, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 19701 Hamilton Avenue

Address (line 2)

Address (line 3) Torrance California 90502-1334
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization Delaware

03/22/1999 DNGUYEN 00000348 1669866

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 1874 FRAME: 0441

3.18.99 MFD

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Name of Person Signing

Signature

3-16-99

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** registered in the United States Patent and Trademark Office on December 24, 1991 and assigned Registration No: 1,669,866;

WHEREAS, Warehouse 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.

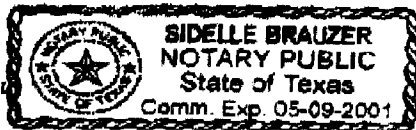
Blockbuster Inc.

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 3/16, 1999, before me, the undersigned Notary Public, personally appeared Edward B. Stead
 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/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 Brauzer