

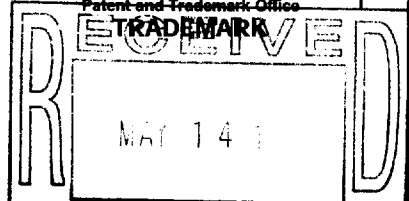
05-26-1999



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U.S. Department of Commerce
Patent and Trademark Office



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AKA/TA

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- 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
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- Citizenship/State of Incorporation/Organization

05/25/1999 NTHA11 00000002 022833 1931392

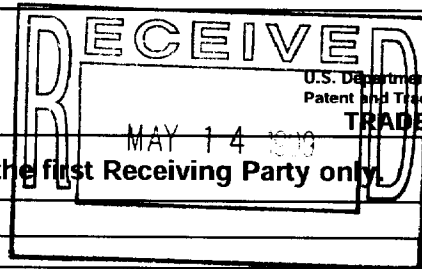
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01 FC:481 40.00 CH
02 FC:482 25.00 CH

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Domestic Representative Name and Address

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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.

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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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1931392"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2013045"/>	<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.

#

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.

SIDELLE B. ILLION

Name of Person Signing

Signature

5/14/99

Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, VIACOM INC., a Delaware corporation with its principal place of business located at 1515 Broadway, New York, New York 10036 ("Assignor") has adopted, used, is using, and is the owner of the following federal trademark registrations in the United States Patent and Trademark Office:

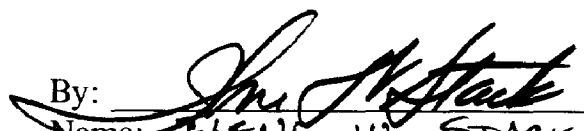
MARKS	REGISTRATION NOS.
BLOCKBUSTER	2,013,045
BLOCKBUSTER MUSIC	1,931,392

WHEREAS, BLOCKBUSTER VIDEO HOLDING CORPORATION, a Delaware corporation, with its principal place of business formerly located at One Blockbuster Plaza, Ft. Lauderdale, FL 33301, ("Assignee") is desirous of acquiring said registered trademarks.

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged VIACOM INC hereby assigns to BLOCKBUSTER VIDEO HOLDING CORPORATION all rights, title, and interest in and to the said trademarks, together with the goodwill of the business symbolized by said trademarks and registrations thereof.

Signed this 13 day of May 1999.

VIACOM INC.

By: 
Name: EUGENE W. STACK
Title: Assistant Secretary