

11-24-1999

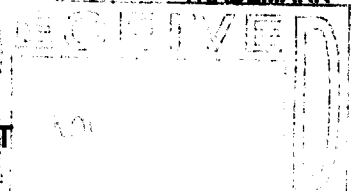


TRADEMARK

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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
11/10/99

Conveying Party

Mark if additional names of conveying parties attached

Name Blockbuster Music Retail, Inc. Execution Date
Month Day Year
11/10/99

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 CA 90502-1334
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)

11/24/1999 DCOATES 00000009 1393547

FOR OFFICE USE ONLY

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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: 001991 FRAME: 0789

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.

Marnie Wright Barnhorst
Name of Person Signing

MWB
Signature

11/12/99
Date Signed

ASSIGNMENT OF FEDERAL TRADEMARK REGISTRATION

WHEREAS, Blockbuster Music Retail, Inc. ("Assignee"), a Delaware corporation, having a place of business formerly located at 1515 Broadway, New York, New York, 10036, is the owner of the trademark SOUND WAREHOUSE & Design, registered in the United States Patent and Trademark Office on May 13, 1986 and assigned Registration No. 1,393,547;

WHEREAS, Warehouse Entertainment, Inc. ("Assignor"), a Delaware corporation, having a place of business at 19701 Hamilton Avenue, Torrance California 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 wit the goodwill of the business symbolized by said trademark and registration thereof.

Signed at Dallas, Texas, this 10 day of November 1999.

Blockbuster Music Retail, Inc.

By: Edward B. Stead
Edward B. Stead
Executive Vice President

STATE OF TEXAS)
) ss
COUNTY OF DALLAS)

On this 10th day of November, 1999, before me, the undersigned Notary Public, in and for the county and state aforesaid, personally appeared Edward B. Stead, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Nancy E. Chute
Notary Public

