

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CD Warehouse, Inc.		10/10/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Magnolia Entertainment, LLC		
Street Address:	900 North Broadway Avenue		
City:	Oklahoma City		
State/Country:	OKLAHOMA		
Postal Code:	73102		
Entity Type:	Limited Liability Company: OKLAHOMA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1815583	CD WAREHOUSE	
Registration Number:	2022816	CD WAREHOUSE -BUY-SELL-TRADE-	
CORRESPONDENCE DATA			
Fax Number:	(617)482-6444		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	bgold@ckrpf.com		
Correspondent Name:	Barry E. Gold, Esq.		
Address Line 1:	Ten Post Office Square		
Address Line 4:	Boston, MASSACHUSETTS 02109		
ATTORNEY DOCKET NUMBER:	5222-00		
NAME OF SUBMITTER:	Barry E. Gold, Esq.		
Total Attachments: 1 source=Assignment#page1.tif			

OP \$65.00 1815583

ASSIGNMENT OF MARKS

WHEREAS, CD Warehouse, Inc. (a/k/a CD Warehouse), a Delaware corporation (the "Assignor"), is the registered owner of U.S. Registration Nos. 1815583 and 2022816 for the marks CD WAREHOUSE and CD WAREHOUSE BUY-SELL-TRADE (AND DESIGN) respectively, including their corresponding U.S. Patent and Trademark Office registrations (collectively, the "Marks");

WHEREAS, Magnolia Entertainment, LLC, an Oklahoma limited liability company, having an address at 900 North Broadway, Oklahoma City, Oklahoma 73102 (the "Assignee") acquired a franchise system and the corresponding Marks in bankruptcy proceedings in the United States Bankruptcy Court for the Western District of Oklahoma, in which the Assignor was a Debtor, and in which the Assignee was a Transferee, as that term is defined pursuant to an Order of said Court filed on February 5, 2003;

WHEREAS, pursuant to said Order of said Court, the Assignor has authority to execute this instrument to confirm the assignment of the Marks; and

WHEREAS, the Assignor has agreed to execute this Assignment to confirm and ratify the assignment of the Marks to the Assignee, and to effectuate the recording of the transfer and assignment to the Assignee of the Marks, together with all goodwill associated therewith, at the U.S. Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns, transfers and sells to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks.

EXECUTED at 119 N. Robinson OKC, this 10th day of October, 2003.

CD WAREHOUSE, INC.

By: David R. Payne
David R. Payne,
Chief Financial Officer

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