

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Handleman Category Management Company		04/30/2007	CORPORATION: MICHIGAN
Crave Entertainment, Inc.		04/30/2007	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	General Electric Capital Corporation
Street Address:	201 Merritt Seven
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06851
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 23**

Property Type	Number	Word Mark
Serial Number:	75917087	CHANNEL OF CHOICE
Serial Number:	75917086	CHANNEL OF CHOICE
Serial Number:	75480386	BURBANK VIDEO
Serial Number:	75909280	COOL TRAXX!
Serial Number:	75926179	AEROWINGS
Serial Number:	75893019	BATTLE REALMS
Serial Number:	76374798	AXIS OF EVIL
Serial Number:	75926178	TOKYO XTREME RACER
Serial Number:	75367088	SHADOW MADNESS
Serial Number:	78744347	ATV QUAD POWER RACING
Serial Number:	76374797	AXIS OF EVIL
Serial Number:	76056447	FIGHT LIKE A MAN
Serial Number:	75430236	CRAVE ENTERTAINMENT

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Serial Number:	75419476	CRAVE ENTERTAINMENT
Serial Number:	77016924	CRAVE ENTERTAINMENT
Serial Number:	78443004	CRAVE GAMES
Serial Number:	78361663	WORLD CHAMPIONSHIP POKER
Serial Number:	78391562	PINBALL HALL OF FAME
Serial Number:	78344482	STRIKE FORCE BOWLING
Serial Number:	76299322	HUNT THEM DOWN
Serial Number:	75440142	CRAVE ENTERTAINMENT
Serial Number:	75430241	CRAVE ENTERTAINMENT
Serial Number:	78937320	WORLD CHAMPIONSHIP CARDS

**CORRESPONDENCE DATA**

Fax Number: (404)685-5137  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-815-2137  
Email: lashanajimmar@paulhastings.com  
Correspondent Name: LaShana C. Jimmar, Sr. Paralegal  
Address Line 1: 600 Peachtree Street, NE  
Address Line 2: Suite 2400  
Address Line 4: Atlanta, GEORGIA 30308

NAME OF SUBMITTER:	LaShana C. Jimmar
Signature:	/LaShana C. Jimmar/
Date:	05/04/2007

**Total Attachments: 6**  
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## GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Handleman Category Management Company and Crave Entertainment, Inc. (individually and collectively, as the context may require, the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a U.S. Pledge and Security Agreement, dated April 30, 2007 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of General Electric Capital Corporation, as the Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Agent and the Lenders (as such term is defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Agent and the Lenders, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of April 30, 2007.

HANDLEMAN CATEGORY MANAGEMENT  
COMPANY

By: Thomas C. Braun  
Name: Thomas C. Braun  
Title: Chief Financial Officer

CRAVE ENTERTAINMENT, INC.

By: Thomas C. Braun  
Name: Thomas C. Braun  
Title: Chief Financial Officer

STATE OF Michigan

ss.:

COUNTY OF Wayne

On this 29<sup>th</sup> day of April, 2007, before me personally came Thomas C. Braum to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the CFO of Handleman Category Management Company a mi corp, and that s/he executed the foregoing instrument in the firm name of Thomas C. Braum, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Rita K. Torchia  
[NOTARY SEAL]

Rita K. Torchia  
Notary Public, State of Michigan, County of Wayne  
My Commission Expires March 24, 2012  
Acting in the County of Wayne

STATE OF Michigan

ss.:

COUNTY OF Wayne

On this 29<sup>th</sup> day of April, 2007, before me personally came Thomas C. Braum, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the CFO of Grade Entertainment Inc., a mi corp, and that s/he executed the foregoing instrument in the firm name of Thomas C. Braum, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Rita K. Torchia  
[NOTARY SEAL]

Rita K. Torchia  
Notary Public, State of Michigan, County of Wayne  
My Commission Expires March 24, 2012  
Acting in the County of Wayne

TRADEMARK SECURITY AGREEMENT

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

Mark	Serial Number /Reg Number	Status	Owner
CHANNEL OF CHOICE	75917087	REGISTERED	Handleman Category Management Company
CHANNEL OF CHOICE	75917086	REGISTERED	Handleman Category Management Company
BURBANK VIDEO	75480386	REGISTERED	Handleman Category Management Company
COOL TRAXX!	75909280	REGISTERED	Handleman Category Management Company
AEROWINGS	75926179	REGISTERED	Crave Entertainment, Inc.
BATTLE REALMS	75893019	REGISTERED	Crave Entertainment, Inc.
AXIS OF EVIL	76374798	PUBLISHED	Crave Entertainment, Inc.
TOKYO XTREME RACER	75926178	REGISTERED	Crave Entertainment, Inc.
SHADOW MADNESS	75367088	REGISTERED	Crave Entertainment, Inc.
ATV QUAD POWER RACING	78744347	REGISTERED	Crave Entertainment, Inc.
AXIS OF EVIL	76374797	PUBLISHED	Crave

Mark	Serial Number /Reg Number	Status	Owner
			Entertainment, Inc.
FIGHT LIKE A MAN	76056447	REGISTERED	Crave Entertainment, Inc.
CRAVE ENTERTAINMENT	75430236	REGISTERED	Crave Entertainment, Inc.
CRAVE ENTERTAINMENT	75419476	REGISTERED	Crave Entertainment, Inc.
CRAVE ENTERTAINMENT	77016924	PENDING	Crave Entertainment, Inc.
CRAVE GAMES	78443004	REGISTERED	Crave Entertainment, Inc.
WORLD CHAMPIONSHIP POKER	78361663	REGISTERED	Crave Entertainment, Inc.
PINBALL HALL OF FAME	78391562	REGISTERED	Crave Entertainment, Inc.
STRIKE FORCE BOWLING	78344482	REGISTERED	Crave Entertainment, Inc.
HUNT THEM DOWN	76299322	REGISTERED	Crave Entertainment, Inc.
CRAVE ENTERTAINMENT	75440142	REGISTERED	Crave Entertainment, Inc.
CRAVE ENTERTAINMENT	75430241	REGISTERED	Crave Entertainment, Inc.
WORLD CHAMPIONSHIP CARDS	78937320	PENDING	Crave Entertainment, Inc.
AEROWINGS	75926179	REGISTERED	Crave Entertainment,

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Mark	Serial Number /Reg Number	Status	Owner
			Inc.
BATTLE REALMS	75893019	REGISTERED	Crave Entertainment, Inc.
TOKYO XTREME RACER	75926178	REGISTERED	Crave Entertainment, Inc.
SHADOW MADNESS	75367088	REGISTERED	Crave Entertainment, Inc.

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