

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hastings Entertainment, Inc.		09/09/2008	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street
Internal Address:	9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association:

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1557356	HASTINGS BOOKS MUSIC VIDEO
Registration Number:	2876529	HASTINGS YOUR ENTERTAINMENT SUPERSTORE
Registration Number:	3162389	HASTINGS DISCOVER YOUR ENTERTAINMENT
Registration Number:	3162724	HASTINGS DISCOVER YOUR ENTERTAINMENT
Registration Number:	3145258	HARDBACK CAFE
Registration Number:	3139124	HARDBACK CAFÉ
Registration Number:	3139210	HARDBACK CAFÉ

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 703-415-1555
 Email: mail@specializedpatent.com
 Correspondent Name: Christopher E. Kondracki
 Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007

CH \$190.00 1557356

Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER: 8090805

NAME OF SUBMITTER: Christopher E. Kondracki

Signature: /Christopher E. Kondracki/

Date: 09/24/2008

Total Attachments: 3
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P.O. Box 35350, 79120-5350
3601 Plains Blvd.
Amarillo, TX 79102
Phone: (806) 351-2300

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

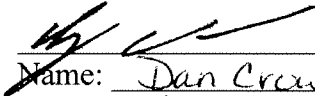
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, HASTINGS ENTERTAINMENT, INC., a Texas corporation (the "Grantor"), hereby grants to BANK OF AMERICA, N.A. (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Liabilities of the Grantor, as such term is defined in the Loan and Security Agreement by, among others, the Grantor and the Grantee, dated as of August 29, 2000 (as amended, modified, restated and/or supplemented from time to time, the "Loan Agreement").


This Grant has been granted in conjunction with the security interest granted to the Grantee under that certain Trademark and Trademark Applications Security Agreement dated August 29, 2000 (as amended and in effect, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as a sealed instrument as of the 9th day of September, 2008.

HASTINGS ENTERTAINMENT, INC., Grantor

By: 
Name: Dan Crow
Title: CFO

BANK OF AMERICA, N.A.,
as Grantee

By: 
Name: Keith Vercauteren
Title: Managing Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Hastings Books Music Video	1557356	9/19/89
Hastings Your Entertainment Superstore	2876529	8/24/04
Hastings Discover Your Entertainment	3162389	10/24/06
Hastings Discover Your Entertainment	3162724	10/24/06
Hardback Cafe	3145258	9/19/06
Hardback Cafe	3139124	9/5/06
Hardback Cafe	3139210	9/5/06