

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM312324

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hastings Entertainment, Inc.		07/15/2014	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pathlight Capital LLC		
<b>Street Address:</b>	One Post Office Square		
<b>Internal Address:</b>	Suite 3765		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02109		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3824872	GOHASTINGS	
<b>Registration Number:</b>	3824873	GOHASTINGS.COM	
<b>Registration Number:</b>	3824874	GOHASTINGS.COM	
<b>Registration Number:</b>	3927484	HARDBACK COFFEE CAFÉ	
<b>Registration Number:</b>	3852708	HASTINGS	
<b>Registration Number:</b>	3857073	HASTINGS BOOKS MUSIC VIDEO	
<b>Registration Number:</b>	3876056	SUN ADVENTURE SPORTS	
<b>Registration Number:</b>	3876145	SUN ADVENTURE SPORTS	
<b>Registration Number:</b>	4042914	TRADESMART	
<b>Registration Number:</b>	4043436	TRADESMART BUY FOR LESS. SELL FOR MORE.	
<b>Registration Number:</b>	3162724	HASTINGS DISCOVER YOUR ENTERTAINMENT	
<b>Registration Number:</b>	3162389	HASTINGS DISCOVER YOUR ENTERTAINMENT	
<b>Registration Number:</b>	2876529	HASTINGS YOUR ENTERTAINMENT SUPERSTORE	
<b>Registration Number:</b>	4207689	READMOR EBOOKS	
<b>Registration Number:</b>	4207690	READMOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6172484000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			
<b>TRADEMARK</b>			

OP \$390.00 3824872

*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Email:** tmadmin@choate.com  
**Correspondent Name:** Elizabeth A. Walker  
**Address Line 1:** Two International Place  
**Address Line 2:** Choate Hall & Stewart LLP  
**Address Line 4:** Boston, MASSACHUSETTS 02110

<b>ATTORNEY DOCKET NUMBER:</b>	2010878.0003
<b>NAME OF SUBMITTER:</b>	Elizabeth A. Walker
<b>SIGNATURE:</b>	/Elizabeth A. Walker/
<b>DATE SIGNED:</b>	07/30/2014

**Total Attachments: 6**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

July 15, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, HASTINGS ENTERTAINMENT, INC., a Texas corporation with an address at 3601 Plains Boulevard, Amarillo, Texas 79102 (the "Grantor") hereby grants to PATHLIGHT CAPITAL LLC, with offices at One Post Office Square, Suite 3765, Boston, Massachusetts 02109 (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").

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 Term Loan and Security Agreement by, among others, the Grantor and the Grantee, dated as of the date hereof (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 as of the date hereof (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Loan Agreement and 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 Loan Agreement or the Security Agreement, the provisions of the Loan Agreement or of the Security Agreement, as applicable, shall govern.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Grant as a sealed instrument as of the date first set forth above.

HASTINGS ENTERTAINMENT, INC.,  
Grantor

By:   
Name: Joel Weinshanker  
Title: Chief Executive Officer, Secretary,  
Treasurer and Chief Financial Officer

PATHLIGHT CAPITAL LLC,  
Grantee

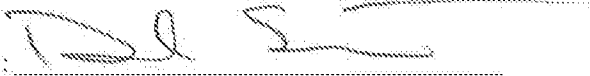
By: \_\_\_\_\_  
Name: David Storer  
Title: Managing Director

IN WITNESS WHEREOF, the undersigned have executed this Grant as a sealed instrument as of the date first set forth above.

HASTINGS ENTERTAINMENT, INC.,  
Grantor

By: \_\_\_\_\_  
Name: Joel Weinshanker  
Title: Chief Executive Officer, Secretary,  
Treasurer and Chief Financial Officer

PATHLIGHT CAPITAL LLC,  
Grantee

By:   
Name: David Storer  
Title: Managing Director

*Signature Page to Grant of Security Interest in U.S. Trademarks*

**TRADEMARK**  
**REEL: 005332 FRAME: 0654**

SCHEDULE A

<u>Trademarks</u>	<u>Status</u>	<u>Filing Date</u>	<u>Serial Number</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
GOHASTINGS	Registered	12/17/09	77896133	07/27/2010	3824872
GOHASTINGS.COM	Registered	12/17/09	77896136	07/27/2010	3824873
GOHASTINGS.COM (Stylized and Design)	Registered	12/17/09	77896138	07/27/2010	3824874
HARDBACK COFFEE CAFÉ	Registered	12/17/09	77896141	03/08/2011	3927484
HASTINGS	Registered	12/17/09	77896129	09/28/2010	3852708
HASTINGS BOOKS MUSIC VIDEO	Registered	04/05/10	85006634	10/05/2010	3857073
SUN ADVENTURE SPORTS	Registered	02/17/10	77937367	11/16/2010	3876056
SUN ADVENTURE SPORTS (Stylized and Design)	Registered	03/08/10	77952775	11/16/2010	3876145
TRADESMART	Registered	05/07/10	85033211	10/18/2011	4042914
TRADESMART BUY FOR LESS. SELL FOR MORE. (Stylized in color)	Registered	01/31/2011	85229967	10/18/2011	4043436
HASTINGS DISCOVER YOUR ENTERTAINMENT (Stylized and Design in black and white)	Registered	01/23/2006	78783804	10/24/2006	3162724
HASTINGS DISCOVER YOUR ENTERTAINMENT (Stylized and Design in color)	Registered	12/18/2005	78757238	10/24/2006	3162389

[Schedule A to to Grant of Security Interest In U.S. Trademarks]

**TRADEMARK  
REEL: 005332 FRAME: 0655**

HASTINGS YOUR ENTERTAINMENT SUPERSTORE	Registered	05/16/2003	76514881	08/24/2004	2876529
READMOR EBOOKS (Stylized and Design)	Registered	10/11/2011	85444618	09/11/2012	4207689
READMOR	Registered	10/11/2011	85444625	09/11/2012	4207690

[Schedule A to to Grant of Security Interest In U.S. Trademarks]