

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM563204

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
2428392 INC.		02/20/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	125 High Street, 11th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 38			
Property Type	Number	Word Mark	
Registration Number:	1451459	RECORD TOWN	
Registration Number:	1621693	SUNCOAST MOTION PICTURE COMPANY	
Registration Number:	1600036	SATURDAY MATINEE	
Registration Number:	1661247	SAM GOODY	
Registration Number:	1880186	F.Y.E.	
Registration Number:	2112677	TRANS WORLD ENTERTAINMENT	
Registration Number:	1983911	SPECS MUSIC	
Registration Number:	2121182	THE WHEREHOUSE	
Registration Number:	2502374	WHEREHOUSE	
Registration Number:	2448231	WHEREHOUSE MUSIC	
Registration Number:	2203546	SATURDAY MATINEE THE MOVIE STORE	
Registration Number:	2586555	FYE	
Registration Number:	2565292	MUSIC FYE MOVIES	
Registration Number:	2758439	COCONUTS MUSIC MOVIES	
Registration Number:	2779236	LOCALEYEZ	
Registration Number:	2752524	F.Y.E. FOR YOUR ENTERTAINMENT	
Registration Number:	2755734	FYE FOR YOUR ENTERTAINMENT MUSIC MOVIES	
Registration Number:	3343153	WHEREHOUSE.COM	
Registration Number:	3685668	F.Y.E. BACKSTAGE PASS VIP	

OP \$965.00 1451459

Property Type	Number	Word Mark
Registration Number:	3749751	SATURDAY MATINEE
Registration Number:	3810532	F.Y.E. TUNES
Registration Number:	3053923	FOR YOUR ENTERTAINMENT
Registration Number:	3188052	F.Y.E. BACKSTAGE PASS
Registration Number:	3109282	F.Y.E.
Registration Number:	3192557	SECONDSPIN.COM
Registration Number:	3258581	SECONDSPIN
Registration Number:	4442855	COCONUTS
Registration Number:	4510336	PLAY IT. TRADE IT. REPEAT.
Registration Number:	4550793	FYE.COM
Registration Number:	4505496	GET YOUR GEEK ON
Registration Number:	4844747	MEDIA LOGIC
Registration Number:	5223988	POPLIVE
Registration Number:	5145563	VINYL LISTEN IN COLOR
Registration Number:	5569254	FOOD FIGHT
Registration Number:	5565170	FYE DLUX
Registration Number:	2023241	MEDIA LOGIC
Registration Number:	2660535	FYE
Registration Number:	2560411	NEVER STOP PLAYING

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-370-4756

Email: ipteam@cogencyglobal.com

Correspondent Name: Jay daSilva

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: 1190673 TM

NAME OF SUBMITTER: Janet Wamsley

SIGNATURE: /Janet Wamsley/

DATE SIGNED: 02/21/2020

Total Attachments: 6

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

February 20, 2020

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **2428392 INC.**, a Delaware corporation (the "Grantor"), hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as administrative agent and collateral agent for itself and certain other credit parties (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (excluding intent-to-use trademark or service mark applications, for which the creation by the Grantor of a security interest therein (i) is prohibited without the consent of a third party or by applicable Law or; (ii) would impair the validity or enforceability of such intent-to-use application or any trademark or service mark issuing therefrom) (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 Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of the date hereof (as amended, restated, supplemented or otherwise modified and in effect 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 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. This Grant and any claims, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon,

arising out of or relating to this Grant and the transactions contemplated hereby shall be governed by, and construed in accordance with, the law of the State of New York.

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Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 006869 FRAME: 0131

IN WITNESS WHEREOF, the undersigned have executed this grant as of the date
above first written.

2428392 INC., as a Grantor

By: 

Name: David Putman


Title: PRESIDENT

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK

REEL: 006869 FRAME: 0132

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**

By: 
Name: Michael McClanahan
Title: Assistant Vice President

SCHEDULE A

Mark	Application/ Registration Number	Application/ Registration Date
RECORD TOWN	1451459	8/4/1987
SUNCOAST MOTION PICTURE COMPANY	1621693	11/6/1990
SATURDAY MATINEE	1600036	6/5/1990
SAM GOODY	1661247	10/15/1991
F.Y.E.	1880186	2/21/1995
TRANS WORLD ENTERTAINMENT	2112677	11/11/1997
SPECS MUSIC	1983911	7/2/1996
THE WHEREHOUSE	2121182	12/16/1997
WHEREHOUSE	2502374	10/30/2001
WHEREHOUSE MUSIC	2448231	5/1/2001
SATURDAY MATINEE THE MOVIE STORE	2203546	11/17/1998
FYE	2586555	6/25/2002
MUSIC FYE MOVIES	2565292	4/30/2002
COCONUTS MUSIC MOVIES	2758439	9/2/2003
LOCALEYEZ	2779236	11/4/2003
F.Y.E. FOR YOUR ENTERTAINMENT	2752524	8/19/2003
FYE FOR YOUR ENTERTAINMENT MUSIC MOVIES GAMES MORE	2755734	8/26/2003
WHEREHOUSE.COM	3343153	11/27/2007
F.Y.E. BACKSTAGE PASS VIP	3685668	9/22/2009

Mark	Application/ Registration Number	Application/ Registration Date
SATURDAY MATINEE	3749751	2/16/2010
F.Y.E. TUNES	3810532	6/29/2010
FOR YOUR ENTERTAINMENT	3053923	1/31/2006
F.Y.E. BACKSTAGE PASS	3188052	12/19/2006
F.Y.E.	3109282	6/27/2006
SECONDSPIN.COM	3192557	1/2/2007
SECONDSPIN	3258581	7/3/2007
COCONUTS	4442855	12/3/2013
PLAY IT. TRADE IT. REPEAT.	4510336	4/8/2014
FYE.COM	4550793	6/17/2014
GET YOUR GEEK ON	4505496	4/1/2014
MEDIA LOGIC	4844747	11/3/2015
POPLIVE	5223988	6/13/2017
VINYL LISTEN IN COLOR	5145563	2/21/2017
FOOD FIGHT	5569254	9/25/2018
FYE DLUX	5565170	9/18/2018
MEDIA LOGIC	2023241	12/17/1996
FYE	2660535	12/10/2002
NEVER STOP PLAYING	2560411	04/09/2002