



11-10-1998



100876259

11/5/98

To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party:

Viacom, Inc.
1515 Broadway
New York, NY 10036

2. Name and address of receiving party:

Blockbuster Music Retail, Inc.
19701 Hamilton Ave.
Torrance, CA 90502

3. Nature of conveyance:

Trademark Assignment

Execution Date:

October 26, 1998

4. Application numbers and trademark numbers:

A. Trademark Application Nos.

B. Trademark Registration Nos.

1961481

5. Name and address of party to whom correspondence concerning document should be mailed:

Melany A. Friedlander
Legal Assistant
O'Melveny & Myers LLP
400 S. Hope Street
Los Angeles, CA 90071-2899

6. Total number of applications and registrations involved:

1

7. Total fee: \$40 (Enclosed)

8. Deposit Account Number: N/A

9. Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Melany A. Friedlander
Name of Person Signing

M. Friedlander
Signature

11/4/98
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: 1

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TRADEMARK
REEL: 1811 FRAME: 0227

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt of which is hereby acknowledged, pursuant to that certain Stock Purchase Agreement dated as of August 10, 1998 (the "Agreement"), by and between Viacom International Inc., a Delaware corporation ("Seller") and Warehouse Entertainment, Inc., a Delaware corporation ("Buyer"), and subject to the terms and conditions set forth therein and intending to be legally bound, Viacom Inc. ("Assignor"), the parent corporation of Seller, hereby assigns and transfers to Blockbuster Music Retail, Inc., a Delaware corporation, all of Assignor's rights to all trademarks, trade names, service marks and other proprietary intangibles constituting Included Intellectual Property, including, without limitation, those set forth on Annex A hereto.

Capitalized terms used herein and not defined have the meanings assigned to them in the Agreement. Nothing herein is intended to limit or supersede in any way the representations and warranties of Seller set forth in the Agreement.

Notwithstanding anything to the contrary contained in this Trademark Assignment, the "Assets" do not include, and neither Seller nor Assignor does hereby sell, convey, assign or transfer to Buyer any of Seller's or Assignor's right, title or interest in or to, the Excluded Assets.

IN WITNESS WHEREOF, Seller and Assignor have executed and delivered this Trademark Assignment as of the 26th day of October, 1998.

VIACOM INTERNATIONAL INC.

By: [Signature]
Name: Michael Fricklas
Title: Senior Vice President

VIACOM INC.

By: [Signature]
Name: Michael Fricklas
Title: Senior Vice President

ACCEPTED AND AGREED:

BLOCKBUSTER MUSIC RETAIL, INC.

By: [Signature]

State of New York }
County of New York } ss

Michael D. Fricklas, known personally to me to be the specified officer of Viacom International Inc., Viacom Inc. and Blockbuster Music Retail, Inc. signed above in my presence this 26th day of October, 1998

[Signature]

WAYNE D. SMITH
Notary Public, State of New York
No. 01-SM4956855
Qualified in New York County
Commission Expires 02-28-2000

ANNEX A

Trademarks

<u>Description</u>	<u>Registration No.</u>	<u>Registration Date</u>
The Power to Hear it All	1961481	March 12, 1996

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF NEW YORK)

)

) ss.

COUNTY OF NEW YORK)

)

On October 24, 1998, before me, Todd A. Matthias, Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Robert S. Kelleher,
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

TODD A. MATTHIAS
Notary Public, State of New York
No. 5006112
Qualified in Westchester County
Commission Expires December 28, 1998


Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
- Corporate Officer

Collateral Assignment of Trademarks
(Security Agreement)

Title or Type of Document

Title(s)

- Partner(s) Limited
- Attorney-In-Fact General
- Trustee(s)
- Guardian/Conservator
- Other: _____

Number of Pages

Date of Document

Signer is Representing:
Name of Person(s) or Entity(ies)

Signer(s) Other Than Named Above