FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Conveying Party Mark if additional names of conveying parties attached Execution Date				
Name Blockbuster Inc.	Month Day Year 02-02-01			
Formerly				
Individual General Partnership	Limited Partnership XX Corporation Association			
Other				
X Citizenship/State of Incorporation/Organization Delaware				
Receiving Party Mark if additional names of receiving parties attached				
Name Wherehouse Entertain	ment, Inc.			
DBA/AKA/TA				
DBA/ANA IA				
Composed of				
Address (line 1) 19701 Hamilton Avenue	e			
Address (line 2)				
Address (line 3) Torrance	California 90502-1334 Zip Code State/Country			
Individual General Partnership Limited Partnership assignment and the receiving party is not domiciled in the United States, an				
XX Corporation Association appointment of a domestic representative should be attached. (Designation must be a separate				
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U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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Statement and Signature To the best of my knowledge and belief, the foregoing information is true and correct and any To the best of my knowledge and belief, the foregoing information is true and correct and any To the best of my knowledge and belief, the foregoing information is true and correct and any				
To the best of my knowledge and belief, the foregoing information is true and control and control as attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.				
	Wright Barnhorst, Esq.	ms 2-23-01		
Nam	ne of Person Signing	Signature Date Signed		
140111				

ASSIGNMENT

WHEREAS, pursuant to a Trademark Assignment dated as of August 10, 1998, as required by that certain Stock Purchase Agreement dated as of August 10, 1998 (the "Agreement") by and between Viacom International Inc. and Wherehouse Entertainment, Inc. ("Wherehouse"), Blockbuster Entertainment, Inc. ("BEI") assigned and transferred to Wherehouse (the "Assignment") all of BEI's rights to the trademark MUSIC PLUS and Design (the "Mark"), registered with the United States Patent and Trademark Office and given Registration No. 1580778; and

WHEREAS, Wherehouse did not record such assignment with the United States Patent and Trademark Office until November 2, 1999; and

WHEREAS, pursuant to erroneous registrations subsequent to the Assignment, Blockbuster Inc. incorrectly appears to be the owner of record of the Mark.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged:

- 1. Blockbuster Inc. hereby assigns and transfers to Wherehouse all of Blockbuster Inc.'s rights to the Mark.
- 2. Nothing herein is intended to limit, supplement or supersede in any way the representations and warranties of Viacom International, Inc. set forth in the Agreement.
- 3. BLOCKBUSTER INC. HEREBY DISCLAIMS ANY WARRANTIES OR REPRESENTATIONS RELATING TO THE MARK, INCLUDING ANY WARRANTY OF OWNERSHIP OR NONINFRINGEMENT.

IN WITNESS WHEREOF, Blockbuster Inc. has executed and delivered this Assignment as of the 2^{ncl} day of February, 2001.

BLOCKBUSTER INC.

By: Edward	1: Stool
Name: <u>Edward B. St</u>	ead
Title: <u>EVP & Genera</u>	1 Counsel
STATE OF TEXAS)
COUNTY OF DALLAS)

On February 2, 2001, before me, the undersigned Notary Public, personally appeared Edward Stead, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that, by his signature on the instrument, the entity upon behalf of which he acted executed the instrument.

Deline a miller Crouse

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