09-21-2001

U.S. Patent & TMOft:/TM Mail Flopt Dt #11	
FORM PTO-1618A Expires 06/30/95 OMB 0651-0027 U.S. Department of Commer Patent and Trademark Office TRADEMARK	
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(les) Submission Type Conveyance Type X Assignment License	
Resubmission (Non-Recordation) Document ID# Correction of PTO Error Reel # Frame # Corrective Document Reel # 1709 Frame # 0271 Security Agreement Merger Merger Change of Name Other	nent
Conveying Party Mark If additional names of conveying parties attached Execution Da	
Name Wall Music, Inc., The Formerly Individual General Partnership Limited Partnership X Corporation Association	Year B
X Citizenship/State of Incorporation/Organization Pennsylvania	
Receiving Party Mark If additional names of receiving parties attached Name Camelot Northeast Region, Inc.	
DBA/AKA/TA	
Composed of	
Address (line 1) 8000 Freedom Avenue, N.W.	
Address (line 2)	_
Address (line 3) Canton Ohio 44720	
Individual General Partnership Limited Partnership X Corporation Association Other State/Country Limited Partnership If document to be recorded is an assignment and the receiving party not domiciled in the United States, a appointment of a domestic representative should be attached. (Designation must be a separate	en .
document from AssignmenL)	_
AD /20 /2004 CTOUL! AAAAAA2 020141	
01 FC:481 40.00 PP 02 FC:482 500.00 PP	

Public burson insporting for this collection of immunities is estimated to average approximately 30 minutes per Cover Steet to be recorded, including time for reviewing the document an garding the time to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (8851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 9651-9627, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

Mail documents to be recorded with required cover sheet(s) infoTre#CDEMARK

Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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FORM PTO- Expires 06/30/99 OMB 0551-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademerk Office TRADEMARK
Domestic Representative Name and Address Enter for the first Receiving Party only.			
Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspond	lent Name and Addres	S Area Code and Telephone Number	202-862-8944
Name	Kathy Silberthau Str	om	
Address (line 1)	Cahill Gordon & Rein	del	
Address (line 2) 1990 K Street. N.W. Suite 950			
Address (line 3) Washington, D.C. 20006			
Address (line 4)			
Pages	Enter the total number of including any attachment	pages of the attached conveyance	document # 5
Trademark		or Registration Number(s)	X Mark if additional numbers attached
Enter either th	e Trademark Application Number <u>c</u>	r_the Registration Number (DO NOT ENTER	BOTH numbers for the same property).
Trai	demark Application Number	er(s) Reg	gistration Number(s)
		939144	1199127 1210863
		1421531	1527503 1783699
		1209276	1749072 1924227
Number of Properties Enter the total number of properties involved. # 21			
Fee Amount for Properties Listed (37 CFR 3.41): \$ 540.00			
Method of Payment: Enclosed X Deposit Account Deposit Account			
(Enter for ;	ayment by deposit account or if a	dditional fees can be charged to the account Deposit Account Number:	#
		Authorization to charge additional fed	es: Yes No
Statement a	ind 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. Charges to deposit account are authorized, as indicated herein.			
Kathy Si	lberthau Strom	Kashy Silbuthan St	um 9/21/01
	of Person Signing		

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RECORDATION FORM COVER SHEET CONTINUATION

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TRADEMADY

OMB 0651-0027 IRADEMARK	SUNLY
Conveying Party Enter Additional Conveying Party	ark if additional names of conveying parties attached Execution Date Month Day Year
Name	
Formerly	
Individual General Partnership Limited	Partnership Corporation Association
Other	
Citizenship State of Incorporation/Organization	
Receiving Party Enter Additional Receiving Party Mark If a	dditional names of receiving parties attached
Name	
DBA/AKA/TA	
Composed of	
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Address (line 2)	
Address (line 3)	State/Country 2.p Code
Individual General Partnership Limit Corporation Association	ted Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic
	representative should be attached (Designation must be a separate
Other	document from the Assignment.)
Citizenship/State of Incorporation/Organization	
Trademark Application Number(s) or Registrate Enter either the Trademark Application Number or the Registration	
Trademark Application Number(s)	Registration Number(s)
	1924228 1922618 1891484
	1887609 1874408 1927196
	1891497 2123401 2123400
	1891497 2123401 2123400 2123399 2123397 2123398

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Form PTO-1694 1-31-92	SHEET RECEIVED DEPARTMENT OF COMMERCE	
	ILY 1 1 1009	
T the Honorable Commission	TIAN III	
1. Name of conveying party(ies):	2. Name and address or receiving parry(1987):	
The Wall Music, Inc.	Name: Camelot Northeast Region	
☐ General Partnership - ☐ Limited Partnership	Internal Address: c/o Carnelot Music, Inc.	
X Corporation - Pennsylvania	Street Address: 8000 Freedom Avenue, N.W.	
Additional name(s) of conveying party(les) attached? YesX No		
MRD 3-11-98	City: <u>Canton</u> State: <u>Ohio</u> ZIP: <u>44720</u>	
3. Nature of conveyance:	☐ Individual(s) citizenship	
X Assignment Merger	☐ General Partnership	
Security Agreement Change of Name D Other	☐ Umited Partnership X Corporation- Delaware	
Execution Date: February 28, 1998	D Other	
Execution Date. Pablidary 20, 1930	If assignee is not domiciled in the United States, a domostic representative designation is attached: Yes No	
	(Designations must be a separate document from Assignment) Additional name(s) & address(ss) attached? Yes No	
4. Application number(s) or registration number(s):	Trademark Registration No.(s)	
A. Trademark Application No.(s)	93914 ∻	
A MAL A	and the state of t	
Additional numbers attached X Yes No		
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:	
Name:Michael O' Sullivan	*******	
Internal Address: White & Case	7. Total fee (37 CFR 3.41): \$540.00	
7. Total fee (37 CFR 3.41):		
	A CONTROL OF THE CONT	
Street Address: 1155 Avenue of the Americas	8. Deposit account number:	
	23-1705	
City: New York State: NY ZIP: 10038-2787	(Attach duplicate copy of this page if paying by deposit account)	
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SCHEDULE A

SCHEDULE A

THE WALL MUSIC, INC. U.S. TRADEMARK APPLICATIONS/REGISTRATIONS AND COMMON LAW (UNREGISTERED) USES

OOT OUR MINE			U.S. APPLICATIONS	R
DOT OUR MINE	MARK	OWNER	CLASS/DESCRIPTION OF GOODS/SERVICES	STATUS
WALL LIFETIP Design)	LISTENING BOOTH	The Wall Music, Inc.	42/Retail store services for phonograph records, prerecorded tapes and audio equipment	Registered 7/25/72 Reg. No. 939,144
Brain Icon Desigr	MOTHER'S	The Wall Music, Inc.	42/Retail phonograph record, audio tape, video tape and video disc store services	Registered 6/22/82 Reg. No. 1,199,127
WALL LIPETING IT FIRST HEA	MOTHER'S RECORD AND TAPE COMPANY (and Design)	The Wall Music, Inc.	35/Retail phonograph record, audio tape, video tape and video disc store services	Registered 9/28/82 Reg. No. 1,210,863
R IT FIRST, HE	RECORD WORLD (and Design)	The Wall Music, Inc.	42/Retail record, tape and related accessories store services	Registered 12/16/86 Reg. No. 1,421,531
WALL LIFE TIN	SQUARE CIRCLE (and Design)	The Wall Music, Inc.	42/Retail record, tape, CD and related accessories store services	Registered 2/28/89 Reg. No. 1,527,503
WALL (and Desi	THW WALL	The Wall Music, Inc.	42/Retail music store services	Registered 7/20/93 Reg. No. 1,783,699
ZCLUB	WALL TO WALL SOUND & VIDEO (and Design)	The Wall Music, Inc.	42/Retail store and mail order services in respect to audio and video equipment	Registered 9/14/82 Reg. No. 1,209,276
R IT FIRST. HA	WEE THREE RECORDS	The Wall Music, Inc.	42/Retail music store services	Registered 1/26/93 Reg. No. 1,749,072
SS-ENCLOSED I	The Wall Store Design (trade dress)	The Wall Music, Inc.	42/Retail music store services	Registered 10/3/95 Reg. No. 1,924,227
BRAIN TRADE	THE WALL (and Ceiling Ring Design)	The Wall Music, Inc.	42/Retail music store services	Registered 10/3/95 Reg. No. 1,924,228
	The Plack Design	The Wall Masic, Inc.	42/Retail masic store services	Registered 9/26/95 Reg. No. 1,922,618
WALL TRADE!	THE WALL (and Flash Design)	The Wall Music, Inc.	42/Retail music store services	Registered 4/25/95 Reg. No. 1,891,484

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		U.S. APPLICATIONS	
MARK	OWNER	CLASS/DESCRIPTION OF GOODS/SERVICES	STATUS
WE GOT OUR MIND ON THE MUSIC	The Wall Music, Inc.	42/Retail music store services	Registered 4/4/95 Reg. No. 1,887,609
WE GOT OUR MIND ON THE MUSIC (and Design)	The Wall Music, Inc.	42/Retail music store services	Registered 1/17/95 Reg. No. 1,874,408
THE WALL. LIFETIME MUSIC. GUARANTEED. (and Design)	The Wall Music, Inc.	42/Retail music store services	Registered 10/17/95 Reg. No. 1,927,196
The Brain Icon Design	The Wall Music, Inc.	42/Retail music store services	Registered 4/25/95 Reg. No. 1,891,497
THE WALL LIFETIME MUSIC GUARANTEE HEAR IT FIRST HEAR IT FOREVER (and Design)	The Wall Music, Inc.	42/Retail music store services	Registered 12/23/97 Reg. No. 2,123,401
HBAR IT FIRST. HEAR IT FOREVER.	The Wall Music, Inc.	42/Retail music store services	Registered 12/23/97 Reg. No. 2,123,400
THE WALL LIFE TIME MUSIC GUARANTEE	The Wall Music, Inc.	42/Retail music store services	Registered 12/23/97 Reg. No. 2,123,399
THB WALL (and Design)	The Wall Music, Inc.	42/Retail music store services	Registered 12/23/97 Reg. No. 2,123,397
BUZZCLUB	The Wall Music, Inc.	42/Retail music store services	Registered 12/23/97 Reg. No. 2,123,398
HEAR IT FIRST. HAVE IT FOREVER	The Wall Music, Inc.	Retail music store services	In Use since November, 1996 Common Law (unregistered)
GLASS-ENCLOSED LISTENING AREA	The Wall Music, Inc.	Retail music store services	In Use since November, 1996 Common Law (unregistered)
THE BRAIN TRADE DRESS	The Wall Music, Inc.	Retail music store services	In Use since November, 1996 Common Law (unregistered)
THE WALL TRADE DRESS	The Wall Music, Inc.	Retail music store services	In Use since November, 1996 Common Law (unregistered)

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DEED OF ASSIGNMENT - UNITED STATES

THIS ASSIGNMENT is effective as of the 28th day of February, 1998, between The Wall Music, Inc., a corporation organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business at 2191 Hornig Road, Unit G, Philadelphia 19116 U.S.A. (the "Assignor"), and Camelot Northeast Region, Inc. a corporation organized under the laws of the State of Delaware, with its principal place of business at c/o Camelot Music, Inc., 8000 Freedom Avenue, N.W., North Canton, Ohio 44720 ("Assignee").

WHEREAS, the Assignor has adopted and used in the United States the trademarks and trade dress listed on Schedule A hereto (the "Trademarks") and is the owner of the registrations shown in the said Schedule A; and

WHEREAS, the Assignee wishes to acquire all of the Assignor's rights in and to the Trademarks and any registrations thereof, and the goodwill associated with such Trademarks.

NOW, THEREFORE, in exchange for the valuable consideration set forth in the Asset Purchase Agreement by and among Assignor, W H Smith Group Holdings (USA) Inc., and Camelot Music, Inc. dated as of December 10, 1997, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfer and conveys to the Assignee all its rights, title and interest in and to the Trademarks and registrations thereof, together with the goodwill of the business which is symbolized by the Trademarks, and with the right to recover for damages and profits and all other remedies for past infringement thereof.

Signed sealed and delivered	
this 1 3 day of mark, 1998:	
THE WA	LL MUSIC, INC.
Ву:	
Manie: Title:	EJP-LAD
	STATE OF <u>New York</u>)
	COUNTY OF Ace Yor (c)
	in and for said County and State, personally
appeared the above named The Wall Music, Inc	, by <u>Picherol J mcNo nove</u> , its
did sign the foregoing instrument and that the stand the free act and deed of such officer.	ame is the free act and deed of said corporation, Notary Public

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TROUBLE A See Tele County Certificate Filed in New York County REEL: 170 contributes the see 27499

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RECORDED: 09/21/2001